UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 40-F

o **REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934**
OR

þ **ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2011 **Commission file number: 1-32135**

Seabridge Gold Inc.

(Exact Name of Registrant as Specified in its Charter)

Canada	**1040**	**Not Applicable**
(Province or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

106 Front Street East, Suite 400
Toronto, Ontario CANADA M5A 1E
(416) 367-9292

(Address and Telephone Number of Registrant's Principal Executive Offices)

Corporation Service Company
1180 Sixth Avenue
New York, New York 10036
(212) 299-5656
(Name, address and telephone number of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class:	Name of Each Exchange On Which Registered:
Common Shares, no par value	**NYSE Amex LLC; Toronto Stock Exchange**

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

For annual reports, indicate by check mark the information filed with this form:

þ Annual Information Form þ Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 43,426,885 (as of December 31, 2011).

Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the "Exchange Act"). If "Yes" is marked, indicate the filing number assigned to the Registrant in connection with such Rule. oYes þ No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. þ Yes o No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). o Yes þ No (not required)

EXPLANATORY NOTE

Seabridge Gold Inc. (the "Company" or the "Registrant" or "we" or "us") is a Canadian issuer eligible to file its annual report pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), on Form 40-F pursuant to the multi-jurisdictional disclosure system of the Exchange Act. We are a "foreign private issuer" as defined in Rule 3b-4 under the Exchange Act. Accordingly, our equity securities are exempt from Sections 14(a), 14(b), 14(c), 14(f) and 16 of the Exchange Act pursuant to Rule 3a12-3.

FORWARD-LOOKING STATEMENTS

This annual report on Form 40-F and the exhibits attached hereto contain "forward-looking statements" within the meaning of the Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Exchange Act, and forward-looking information within the meaning of Canadian securities laws concerning our projects, business approach and plans, including estimated production, capital, operating and cash flow estimates and other matters at our projects. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "expects", "anticipates", "plans", "projects", "estimates", "assumes", "intends", "strategy", "goals", "objectives" or variations thereof or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of historical fact and may be forward-looking statements and forward-looking information (collectively referred to in the following information simply as "forward-looking statements"). In addition, statements concerning mineral resource estimates constitute forward-looking statements to the extent that they involve estimates of the mineralization expected to be encountered if a mineral property is developed.

Forward-looking statements are necessarily based on estimates and assumptions made by us in light of our experience and perception of historical trends, current conditions and expected future developments. In making the forward-looking statements in this Form 40-F and the exhibits attached hereto, we have applied several material assumptions including, but not limited to, the assumption that: (i) market fundamentals will result in sustained demand and prices for gold and copper, and to a much lesser degree, silver and molybdenum; (ii) the potential for production at our mineral projects will continue operationally, legally and economically; (iii) any additional financing needed will be available on reasonable terms; and (iv) estimated resources at our projects have merit and there is continuity of mineralization as reflected in such estimates.

Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors that could cause actual events or results to differ from those expressed or implied by the forward-looking statements, including, without limitation:

- our history of losses and expectation of future losses;
- risks related to our ability to finance our exploration activities and future development activities through joint ventures, the sale of property interests or obtaining suitable financing;
- uncertainty of whether there are any economic reserves existing on our mineral properties;
- uncertainties relating to the assumptions underlying our resource estimates;
- uncertainty of estimates of capital costs, operating costs, production and economic returns;
- risks related to commercially producing precious metals from our mineral properties;
- risks related to fluctuations in the market price of gold, copper and other metals;
- risks related to fluctuations in foreign exchange rates;
- mining, exploration and development risks that could result in damage to mineral properties, plant and equipment, personal injury, environmental damage and delays in mining, which may be uninsurable;
- risks related to obtaining all necessary permits and governmental approvals for exploration and development activities, including in respect of environmental regulation;
- uncertainty related to title to our mineral properties;
- risks related to unsettled First Nations rights and title;
- risks related to increases in demand for exploration, development and construction services equipment, and related cost increases;
- increased competition in the mining industry;
- our need to attract and retain qualified management and personnel;
- risks related to some of our directors' and officers' involvement with other natural resource companies; and

· our classification as a "passive foreign investment company" under the United States tax code.

This list is not exhaustive of the factors that may affect any of our forward-looking statements. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, including, without limitation, those referred to in our Annual Information Form attached hereto as Exhibit 99.1 (the "AIF") under the heading "Risk Factors" and elsewhere in the AIF, and in the documents incorporated by reference to this Form 40-F and the AIF. In addition, although we have attempted to identify important factors that could cause actual achievements, events or conditions to differ materially from those identified in the forward-looking statements, there may be other factors that cause achievements, events or conditions not to be as anticipated, estimated or intended. It is also noted that while we engage in exploration and development of our properties, we will not undertake production activities by ourselves.

These forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made and we do not assume any obligation to update forward-looking statements, except as required by applicable securities laws, if circumstances or management's beliefs, expectations or opinions should change. For the reasons set forth above, persons should not place undue reliance on forward-looking statements.

CURRENCY

Unless otherwise indicated, all dollar amounts in this annual report on Form 40-F are in Canadian dollars. The exchange rate of Canadian dollars into United States dollars, on December 31, 2011, based on the noon buying rate in New York City for cable transfers in Canadian dollars as certified for customs purposes by the Federal Reserve Bank of New York, was CDN$1.00=U.S.$0.9824.

NOTE TO UNITED STATES READERS- DIFFERENCES IN UNITED STATES AND CANADIAN REPORTING PRACTICES

We are permitted under the multi-jurisdictional system adopted by the United States Securities and Exchange Commission (the "SEC"), to prepare this annual report in accordance with Canadian disclosure requirements, which differ from those of the SEC. We have prepared our financial statements, which are filed as Exhibit 99.2 to this annual report, in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and they are not comparable with financial statements prepared in accordance with U. S. generally accepted accounting principles.

RESOURCE AND RESERVE ESTIMATES

We prepared the AIF for the fiscal year ended December 31, 2011 attached as Exhibit 99.1 to this annual report on Form 40-F and incorporated by reference herein in accordance with the requirements of Canadian securities laws, which differ from the requirements of U.S. securities laws. Unless otherwise indicated, all resource estimates contained in or incorporated by reference in this Form 40-F have been prepared in accordance with the Canadian National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**") and the Canadian Institute of Mining Metallurgy and Petroleum Classification System. NI 43-101 is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. These standards differ significantly from the requirements of the SEC, including Industry Guide 7 under the Securities Act. Resource information contained herein and incorporated by reference herein may not be comparable to similar information disclosed by U.S. companies.

Without limiting the foregoing, this Form 40-F, including the documents incorporated by reference herein, uses the terms "measured", "indicated" and "inferred" resources. U.S. investors are cautioned that, while such terms are recognized and required by Canadian securities laws, the SEC does not recognize them. Under U.S. standards, mineralization may not be classified as a "reserve" unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. U.S. investors are cautioned not to assume that all or any part of measured or indicated resources will ever be converted into reserves.

U.S. investors should also understand that “inferred resources” have a great amount of uncertainty as to their existence and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of the “inferred resources” exist, are economically or legally mineable or will ever be upgraded to a higher category. Therefore, U.S. investors are also cautioned not to assume that all or any part of the inferred resources exist, or that they can be mined legally or economically. Disclosure of “contained ounces” in a mineral resource is permitted disclosure under Canadian regulations; however, the SEC normally only permits issuers to report “resources” as in place tonnage and grade without reference to unit measures. Accordingly, information concerning descriptions of mineralization and resources contained in the AIF, or in the documents incorporated by reference to this Form 40-F and the AIF, may not be comparable to information made public by U.S. companies subject to the reporting and disclosure requirements of the SEC.

ANNUAL INFORMATION FORM

The AIF is attached as Exhibit 99.1 to this annual report on Form 40-F and incorporated by reference herein.

AUDITED ANNUAL FINANCIAL STATEMENTS

Our audited financial statements (“Audited Financial Statements”), including the Independent Auditors' Report of Registered Public Accounting Firm with respect thereto, are attached as Exhibit 99.3 to this annual report on Form 40-F and incorporated by reference herein, are stated in Canadian Dollars (CDN$) and are prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

MANAGEMENT’S DISCUSSION AND ANALYSIS

Our management’s discussion and analysis of financial condition and results of operations for the year ended December 31, 2011 (the “MD&A”) is attached as Exhibit 99.2 to this annual report on Form 40-F and incorporated by reference herein.

TAX MATTERS

Purchasing, holding or disposing of our securities may have tax consequences under the laws of the United States and Canada that are not described in this annual report. Shareholders are solely responsible for determining the tax consequences as applicable to their particular circumstances and should consult with their own tax advisors concerning an investment in our securities.

U.S. holders of our common shares should be aware that we believe that for U.S. federal income tax purposes we were classified as a passive foreign investment company (“PFIC”) during the tax year ended December 31, 2011 and, based upon current business plans and financial expectations, we expect to be classified as a PFIC for the tax year ending December 31, 2012.

Assuming we are classified as a PFIC for any year during a U.S. shareholder’s holding period, then such U.S. shareholder generally will be required to treat any gain realized upon a disposition of our common shares (as well as any "excess distribution" received on the common shares) as if the gain were ordinary income (rather than capital gain) that had been realized ratably over the holding period of the common shares. The amount allocated to the current taxable year or to any year prior to the first taxable year in which we were a PFIC, would be taxed as ordinary income earned in the current taxable year. The amount allocated to other taxable years would be taxed at the highest marginal rates applicable to ordinary income for such taxable years, and the U.S. Holder also would be liable for an interest charge on such tax liability for such years. The ownership and disposition of shares in a PFIC must be reported on Form 8621, filed with a U.S. Holder's federal income tax return. The foregoing excess distribution rules would not apply to the extent that the shareholder makes a timely and effective “qualified electing fund” (“QEF”) election or a “mark-to-market” election with respect to the common shares. A U.S. shareholder who makes a QEF election generally must report on a current basis his share of our net capital gain and ordinary earnings for any year in which we are a PFIC, whether or not we distribute any amounts to our shareholders. For each tax year that we are a PFIC, we will make available the PFIC annual information statement as provided pursuant to Treasury Regulation Section 1.1295-1(g) on our website. A U.S. shareholder who makes the mark-to-market election generally must include as ordinary income each year the excess of the fair market value of the common shares over his basis therein.

Each U.S. shareholder should consult with his own tax advisor regarding the PFIC rules and U.S. federal income tax consequencs of the acquisition, ownership and disposition of our common shares.

DISCLOSURE CONTROLS AND PROCEDURES

At the end of the period covered by this annual report, an evaluation was carried out under the supervision of, and with the participation of our management, including the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO"), of the effectiveness of the design and operations of our disclosure controls and procedures (as defined in Rule 13a–15(e) and Rule 15d–15(e) under the Exchange Act). Based on that evaluation, the CEO and the CFO have concluded that as of the end of the period covered by this annual report, our disclosure controls and procedures were adequately designed and effective in ensuring that: (i) information required to be disclosed by us in reports that we file or submit to the SEC under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in applicable rules and forms and (ii) material information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to our management, including the CEO and the CFO, as appropriate, to allow for accurate and timely decisions regarding required disclosure.

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation and fair presentation of financial statements for external purposes in accordance to IFRS as issued by IASB. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management conducted an evaluation of our internal control over financial reporting as of December 31, 2011, based on the criteria set forth in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. This evaluation included review of the documentation of controls, evaluation of the design effectiveness of controls, testing of the operating effectiveness of controls and a conclusion on this evaluation. Based on this evaluation, management concluded that our internal control over financial reporting was effective and no material weaknesses were discovered as of December 31, 2011.

Our management, including our CEO and CFO, does not expect that our disclosure controls and procedures or internal controls and procedures will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs.

Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Attestation Report of the Independent Registered Public Accounting Firm

Our independent registered public accounting firm has issued an attestation report on our internal control over financial reporting as of December 31, 2011 which is attached as Exhibit 99.4 to this annual report on Form 40-F and incorporated by reference herein.

Changes in Internal Controls over Financial Reporting

During the fiscal year ended December 31, 2011, no changes occurred in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

CORPORATE GOVERNANCE

We are subject to a variety of corporate governance guidelines and requirements of the Toronto Stock Exchange, the NYSE Amex LLC (the "NYSE-Amex"), the Canadian Securities Administrators and the SEC. We believe that we meet or exceed the applicable corporate governance requirements. Although we are listed on the NYSE-Amex, we are not required to comply with all of that exchange's corporate governance rules which are applicable to U.S. companies. The significant ways in which the NYSE-Amex governance rules differ for us, as a foreign company, are a reduced quorum requirement for shareholder meetings, shareholder approval for issuance of common shares that could result in a 20% increase in the number of outstanding common shares, and shareholder approval for amendments to option plans.

We review our governance practices and monitor developments in Canada and the United States on an on-going basis to ensure we remain in compliance with applicable rules and standards. The Board is committed to sound corporate governance practices which are both in the interest of our shareholders and contribute to effective and efficient decision making.

BOARD COMMITTEES

Our Board of Directors ("Board") has the following three principal separately designated and standing committees:

- Audit Committee;
- Compensation Committee; and
- Corporate Governance and Nominating Committee.

All of these committees are independent of management and report directly to the Board. The Board, with the assistance of its Corporate Governance and Nominating Committee, has determined that all the members of these committees are independent, as that term is defined by the NYSE-Amex's corporate governance listing standards applicable to us. The members of each committee of the Board are identified under the heading "Directors and Officers" beginning at page 52 of the AIF attached as Exhibit 99.1 to this annual report on Form 40-F and incorporated by reference herein.

Audit Committee

The Board has a separately designated standing Audit Committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. The members of our Audit Committee are identified under the heading "Audit Committee Information" beginning on page 55 of the AIF which is attached as Exhibit 99.1 to this annual report on Form 40-F and incorporated by reference herein. In the opinion of the Board, all members of the Audit Committee are financially literate and independent, as such terms are defined by the NYSE-Amex's corporate governance listing standards applicable to us and as determined by Rule 10A-3 under the Exchange Act.

Audit Committee Financial Expert

The Board has determined that Thomas C. Dawson, Chairman of the Audit Committee, has the necessary qualifications to be designated as an "audit committee financial expert" within the meaning of applicable SEC Rules and is an "independent director", as defined pursuant to Item 407(d)(5) of SEC Regulation S-K. Mr. Dawson has been a Chartered Accountant since 1961. In 1999, he retired as a senior audit and accounting partner with 40 years experience at Deloitte & Touche LLP, Chartered Accountants. He received his B.Comm. from Loyola College (now Concordia University), Canada, in 1959. Mr. Dawson is also a director of WaterFurnace Renewable Energy Inc., a Canadian public company. The SEC has indicated that the designation of an audit committee financial expert does not make that person an "expert" for any purpose, impose any duties, obligations, or liability on that person that are greater than those opposed on members of the audit committee and board of directors who do not carry this designation, or affect the duties, obligations, or liabilities of any other member of the audit committee.

Audit Committee Charter

Our Audit Committee Charter is available on our website at *http://www.seabridgegold.net/governance.php*, and is Schedule A to the AIF, which is attached as Exhibit 99.1 to this annual report on Form 40-F and incorporated by reference herein. The Charter also is available in print to any shareholder that provides us with a written request. Requests for copies should be made to the Secretary of the Company at 106 Front Street East, Suite 400, Toronto, Ontario, Canada M5A 1E1, Telephone (416) 367-9292.

Compensation Committee

The Compensation Committee is presently composed of three directors, all of whom are outside and unrelated directors. Reporting to the full Board, this Committee is mandated to:

1. On an annual basis, review the total compensation of the President and Vice President(s) against their performance, mandates and goals and make recommendations on their compensation to the Board;
2. Review, approve and recommend to the Board for confirmation all grants of options to all directors and employees; ensure the proper administration of our options program in conformity with our Option Plan; and
3. Review on an annual basis our overall hiring and compensation practices with reference to industry norms.

None of the members of the Compensation Committee has any indebtedness to the Company or any of our subsidiaries nor have they any material interest, or have any associates or affiliates which have any material interest, direct or indirect, in any actual or proposed transaction in the last fiscal year which has materially affected or would materially affect us.

Upon recommendations made by the Compensation Committee, the Board determines the compensation of the executive officers. This Committee met twice during the last fiscal year. Our executive compensation program consists of an annual base salary or consulting fee and a longer-term component consisting of stock options. This Committee may also recommend a bonus for management or its directors which is reviewed annually.

Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee is presently composed of all four “un-related” and outside directors. This Committee has prepared and obtained approval by the Board of written policies on Fair Disclosure, Insider Trading and Conflict of Interest. Reporting to the full Board, this Committee is mandated to:

1. Prepare and recommend to the Board on an annual basis, proposed goals for the Company and our CEO and a mandate for the CEO;
2. Ensure that the Board is adequately informed of developments and issues within the Company such that it is able to fulfill its duties and responsibilities;
3. Ensure that the Board reviews and approves all major corporate decisions which could reasonably be expected to affect shareholder value;
4. Assess the effectiveness of the Board as a whole, of each of the directors and of each committee of directors and consider the impact that the number of directors has on effectiveness of the Board;
5. Conduct an annual discussion among non-management directors on the role and effectiveness of independent directors;
6. Ensure that each Board committee has a clear, written mandate and is performing diligently the tasks necessary to limit board liability;
7. Oversee the administration of our Fair Disclosure Policy and Insider Trading Policy;
8. Oversee an annual review of each director’s business interests in accordance with our Conflict of Interest Policy to ascertain which conflicts might exist with respect to the interests of the Company and how such conflicts, if any, are to be managed so as to ensure the independence of directors and to protect the interests of the Company and our shareholders; and
9. Review disclosure of corporate governance matters to ensure that shareholders are adequately informed of the Board’s procedures for governance on their behalf.

PRINCIPAL ACCOUNTING FEES AND SERVICES – INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

KPMG LLP acted as our independent registered public accounting firm for the fiscal years ended December 31, 2011 and 2010. For a description of the total amount billed by KPMG LLP to us for services performed in the last two fiscal years by category of service (audit fees, audit-related fees, tax fees and all other fees), see "Audit Committee Information - External Auditor Service Fees (by Category)" on page 55 of the AIF, which is attached as Exhibit 99.1 to this Form 40-F and incorporated by reference herein.

PRE-APPROVAL OF NON-AUDIT SERVICES PROVIDED BY INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

For a description of our pre-approval policies and procedures related to the provision of non-audit services, see "Audit Committee- Pre-Approval of Audit and Non-Audit Services Provided by Independent Auditors" on page 55 of the AIF, which is attached as Exhibit 99.1 to this annual report on Form 40-F and incorporated by reference herein.

OFF-BALANCE SHEET ARRANGEMENTS

We do not have any off-balance sheet financing arrangements or relationships with unconsolidated special purpose entities.

CODE OF BUSINESS ETHICS

We have adopted a Code of Business Ethics (the "Code") covering our executive officers and directors. The Code is available on our website at http://www.seabridgegold.net/ManCorpPract-RevMay14-10.pdf and from our office at the address listed on the cover of this Form 40-F.

All amendments and all waivers of the Code to the officers covered by it will be posted on our website, furnished to the SEC as required, and provided to any shareholder who requests them. During the fiscal year ended December 31, 2011, we did not granted any waiver, including an implicit waiver, from a provision of the Code to any executive officer or director.

CONTRACTUAL OBLIGATIONS

For a description of the contractual obligations of the Company, see "Contractual Obligations" on page 5 of the MD&A, which is attached as Exhibit 99.2 to this annual report on Form 40-F and incorporated by reference herein.

MINE SAFETY DISCLOSURE

During the fiscal year ended December 31, 2011, neither the Company nor any of our subsidiaries was the "operator" of any "coal or other mine," as those terms are defined in the Federal Mine Safety and Health Act of 1977, as none of our mining properties is located in the United States. Therefore, the provisions of Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and Item 16 of General Instruction B to Form 40-F requiring disclosure concerning mine safety violations and other regulatory matters relating to U. S. operations do not presently apply to us.

NOTICES PURSUANT TO REGULATION BTR

We did not send any notices required by Rule 104 of Regulation BTR during the fiscal year ended December 31, 2011 concerning any equity security subject to a blackout period under Rule 101 of Regulation BTR.

ADDITIONAL INFORMATION

Additional information relating to us, including the Audited Financial Statements, the MD&A and the AIF, can be found on SEDAR at www.sedar.com, on the SEC website at www.sec.gov, or on our website at *www.seabridgegold.net*. Shareholders may also contact the Secretary of the Company by phone at (416) 367-9292 or by e-mail at info@seabridgegold.net to request copies of these documents and this annual report on Form 40-F.

CONTACTING THE BOARD

Company shareholders, employees and other interested parties may communicate directly with the Board by:

- writing to: Rudi Fronk
President and CEO
Seabridge Gold, Inc.
106 Front Street, East, 4th Floor
Toronto, Ontario, Canada M5A 1E1
- calling: (416) 367-9292
- emailing: rudi@seabridgegold.net

UNDERTAKING

We undertake to make available, in person or by telephone, representatives to respond to inquiries made by the SEC staff, and to furnish promptly, when requested to do so by the SEC staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

CONSENT TO SERVICE OF PROCESS

We have previously filed with the SEC a written consent to service of process and power of attorney on Form F-X. Any change to the name or address of our agent for service shall be communicated promptly to the SEC by amendment to the Form F-X referencing our file number.

EXHIBITS

Consents	
23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm
23.2	Consent of EBA Engineering Consultants Ltd., Kevin Jones, Nigel Goldup and Dr, Adrian Chantler
23.3	Consent of Resource Modeling Inc. and Michael Lechner
23.4	Consent of Wardrop, A Tetra Tech Company, Dr. John Huang, Hassan Ghaffari and Tysen Hantelmann
23.5	Consent of Moose Mountain Technical Services and J. H. Gray
23.6	Consent of W.N. Brazier Associates Inc. and W.N. Brazier
23.7	Consent of Rescan Environmental Services Ltd., Greg McKillop and Pierre Pelletier
23.8	Consent of Bosche Ventures Ltd. and Harold Bosche
23.9	Consent of Klohn Crippen Berger Ltd. and Graham Parkinson
23.10	Consent of McElhanney Consulting Services Ltd. and Robert Parolin
23.11	Consent of BGC Engineering Inc. and Warren Newcomen
23.12	Consent of Allnorth Consultants Ltd. and Darby Kreitz
23.13	Consent of Thyssen Mining Construction of Canada Ltd. and Adrian Bodolan
23.14	Consent of Golder Associates Ltd. and Cameron Clayton
Certifications	
31.1	Certification of Chief Executive Officer pursuant to Rule 13(a)-14(a) or 15(d)-14 of the Securities Exchange Act of 1934
31.2	Certification of Chief Financial Officer pursuant to Rule 13(a)-14(a) or 15(d)-14 of the Securities Exchange Act of 1934
31.3	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
31.4	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
Annual Information	
99.1	Annual Information Form of the Company for the year ended December 31, 2011
99.2	Management's Discussion and Analysis for the year ended December 31, 2011
99.3	Consolidated Financial Statements for the year ended December 31, 2011
99.4	Reports of KPMG LLP, independent registered public accounting firm for the Company, on the audited consolidated financial statements and on internal control over financial reporting

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Company certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

Seabridge Gold Inc.

By: /s/ Rudi P. Fronk
Name: Rudi P. Fronk
Title: President and Chief Executive Officer

Date March 30, 2012

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23.14	Consent of Golder Associates Ltd. and Cameron Clayton
Certifications	
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31.2	Certification of Chief Financial Officer pursuant to Rule 13(a)-14(a) or 15(d)-14 of the Securities Exchange Act of 1934
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Exhibit 23.1



KPMG LLP
Chartered Accountants
Bay Adelaide Centre
333 Bay Street Suite 4600
Toronto ON M5H 2S5

Telephone (416) 777-8500
Fax (416) 777-8818
Internet www.kpmg.ca

To the Board of Directors of Seabridge Gold Inc.

We consent to the inclusion in this Annual Report on Form 40-F of:

- our Independent Auditors' Report of Registered Public Accounting Firm dated March 29, 2012, on the consolidated financial statements of Seabridge Gold Inc. (the "Company") comprising the consolidated statements of financial position of the Company as at December 31, 2011, December 31, 2010 and January 1, 2010, the consolidated statements of operations and comprehensive (loss) income, changes in shareholders' equity and cash flows for the years ended December 31, 2011 and December 31, 2010, and notes, comprising a summary of significant accounting policies and other explanatory information

- our Report of Independent Registered Public Accounting Firm dated March 29, 2011 on the consolidated statements of financial position of the Company as at December 31, 2011, December 31, 2010 and January 1, 2010 and the related consolidated statements of operations and comprehensive (loss) income, changes in shareholders' equity and cash flows for the years ended December 31, 2011 and December 31, 2010

- our Report of Independent Registered Public Accounting Firm dated March 29, 2011 on the Company's internal control over financial reporting as of December 31, 2011

each of which is contained or incorporated by reference in this Annual Report on Form 40-F of the Company for the fiscal year ended December 31, 2011.

/s/ KPMG LLP

Chartered Accountants, Licensed Public Accountants

Toronto, Canada
March 29, 2012

Exhibit 23.2(a)

EBA Engineering Consultants Ltd.

March 30, 2012

TO: Seabridge Gold Inc.

Ladies and Gentlemen:

Reference is made to the Annual Report on Form 40-F (the "40-F") of Seabridge Gold Inc. (the "Company"), to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Exchange Act of 1934, as amended, and the Annual Information Form (the "AIF") of the Company for the year ended December 31, 2011, which is being filed as an exhibit to and incorporated by reference in the 40-F.

I, Kevin Jones, P.Eng., on behalf of myself and EBA Engineering Consultants Ltd., hereby consent to the references to, and the information derived from, the following reports and to the references, as applicable, to my name and EBA Engineering Consultants Ltd.'s name in connection with the following reports in the AIF and the 40-F:

- Courageous Lake Updated Preliminary Economic Assessment 2011 dated July 15, 2011; and
- Kerr-Sulphurets-Mitchell (KSM) Preliminary Feasibility Study 2010 dated March 31, 2010.

Yours truly,

/s/ Kevin Jones

Kevin Jones, P.Eng.

Exhibit 23.2(b)

EBA Engineering Consultants Ltd.

March 30, 2012

TO: Seabridge Gold Inc.

Ladies and Gentlemen:

Reference is made to the Annual Report on Form 40-F (the "40-F") of Seabridge Gold Inc. (the "Company"), to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Exchange Act of 1934, as amended, and the Annual Information Form (the "AIF") of the Company for the year ended December 31, 2011, which is being filed as an exhibit to and incorporated by reference in the 40-F.

I, Nigel Goldup, P.Eng., on behalf of myself and EBA Engineering Consultants Ltd., hereby consent to the references to, and the information derived from, the following report and to the references, as applicable, to my name and EBA Engineering Consultants Ltd.'s name in connection with the following report in the AIF and the 40-F: Courageous Lake Updated Preliminary Economic Assessment 2011 dated July 15, 2011.

Yours truly,

/s/ Nigel Goldup

Nigel Goldup, P.Eng.

Exhibit 23.2(c)

EBA Engineering Consultants Ltd.

March 30, 2012

TO: Seabridge Gold Inc.

Ladies and Gentlemen:

Reference is made to the Annual Report on Form 40-F (the "40-F") of Seabridge Gold Inc. (the "Company"), to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Exchange Act of 1934, as amended, and the Annual Information Form (the "AIF") of the Company for the year ended December 31, 2011, which is being filed as an exhibit to and incorporated by reference in the 40-F.

I, Adrian Chantler, Ph.D, P.Eng. on behalf of myself and EBA Engineering Consultants Ltd., hereby consent to the references to, and the information derived from, the following report and to the references, as applicable, to my name and EBA Engineering Consultants Ltd.'s name in connection with the following report in the AIF and the 40-F: Courageous Lake Updated Preliminary Economic Assessment 2011 dated July 15, 2011.

Yours truly,

/s/ Adrian Chantler

Adrian Chantler, Ph.D, P.Eng.

Exhibit 23.3

Resource Modeling Inc.

March 30, 2012

TO: Seabridge Gold Inc.

Ladies and Gentlemen:

Reference is made to the Annual Report on Form 40-F (the "40-F") of Seabridge Gold Inc. (the "Company"), to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Exchange Act of 1934, as amended, and the Annual Information Form (the "AIF") of the Company for the year ended December 31, 2011, which is being filed as an exhibit to and incorporated by reference in the 40-F.

I, Michael J. Lechner, P. Geo (B.C.), RPG, CPG, on behalf of myself and Resource Modeling Inc., hereby consent to the references to, and the information derived from, the following reports and to the references, as applicable, to my name and Resource Modeling Inc.'s name in connection with the following reports and documents in the AIF and the 40-F:

- Updated resource estimate for the Kerr-Sulphurets-Mitchell (KSM) Project effective February 6, 2012;
- Updated resource estimate for the Courageous Lake Project effective January 9, 2012;
- Courageous Lake Updated Preliminary Economic Assessment 2011 dated July 15, 2011;
- KSM Prefeasibility Study Update 2011 dated June 15, 2011;
- March 2011 Updated KSM Mineral Resources dated March 29, 2011;
- January 2011 Mineral Resource Estimate, Courageous Lake Project, Northwest Territories, Canada dated March 15, 2011;
- KSM Preliminary Feasibility Study 2010 dated March 31, 2010; and
- Seabridge Gold Inc. - Courageous Lake Project, Preliminary Economic Assessment – 2008 dated March 10, 2008.

Yours truly,

/s/ Michael J. Lechner

Michael J. Lechner, P. Geo (B.C.), RPG, CPG

Exhibit 23.4(a)

Wardrop, A Tetra Tech Company

March 30, 2012

TO: Seabridge Gold Inc.

Ladies and Gentlemen:

Reference is made to the Annual Report on Form 40-F (the "40-F") of Seabridge Gold Inc. (the "Company"), to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Exchange Act of 1934, as amended, and the Annual Information Form (the "AIF") of the Company for the year ended December 31, 2011, which is being filed as an exhibit to and incorporated by reference in the 40-F.

I, John Huang, Ph.D, P.Eng., on behalf of myself and Wardrop, A Tetra Tech Company, hereby consent to the references to, and the information derived from, the following reports and to the references, as applicable, to my name and Wardrop, A Tetra Tech Company's name in connection with the following reports in the AIF and the 40-F:

- Courageous Lake Updated Preliminary Economic Assessment 2011 dated July 15, 2011;
- Kerr-Sulphurets-Mitchell (KSM) Prefeasibility Study Update 2011 dated June 15, 2011; and
- January 2011 Mineral Resource Estimate, Courageous Lake Project, Northwest Territories, Canada dated March 15, 2011.

Yours truly,

/s/ John Huang
John Huang, Ph.D, P.Eng.

Exhibit 23.4(b)

Wardrop, A Tetra Tech Company

March 30, 2012

TO: Seabridge Gold Inc.

Ladies and Gentlemen:

Reference is made to the Annual Report on Form 40-F (the "40-F") of Seabridge Gold Inc. (the "Company"), to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Exchange Act of 1934, as amended, and the Annual Information Form (the "AIF") of the Company for the year ended December 31, 2011, which is being filed as an exhibit to and incorporated by reference in the 40-F.

I, Hassan Ghaffari, P.Eng., on behalf of myself and Wardrop, A Tetra Tech Company, hereby consent to the references to, and the information derived from, the following report and to the references, as applicable, to my name and Wardrop, A Tetra Tech Company's name in connection with the following report in the AIF and the 40-F: Kerr-Sulphurets-Mitchell (KSM) Prefeasibility Study Update 2011 dated June 15, 2011.

Yours truly,

/s/ Hassan Ghaffari
Hassan Ghaffari, P.Eng.

Exhibit 23.4(c)

Wardrop, A Tetra Tech Company

March 30, 2012

TO: Seabridge Gold Inc.

Ladies and Gentlemen:

Reference is made to the Annual Report on Form 40-F (the "40-F") of Seabridge Gold Inc. (the "Company"), to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Exchange Act of 1934, as amended, and the Annual Information Form (the "AIF") of the Company for the year ended December 31, 2011, which is being filed as an exhibit to and incorporated by reference in the 40-F.

I, Tysen Hantelmann, P.Eng., on behalf of myself and Wardrop, A Tetra Tech Company, hereby consent to the references to, and the information derived from, the following report and to the references, as applicable, to my name and Wardrop, A Tetra Tech Company's name in connection with the following report in the AIF and the 40-F: Courageous Lake Updated Preliminary Economic Assessment 2011 dated July 15, 2011.

Yours truly,

/s/ Tysen Hantelmann

Tysen Hantelmann, P.Eng.

Exhibit 23.5

Moose Mountain Technical Services

March 30, 2012

TO: Seabridge Gold Inc.

Ladies and Gentlemen:

Reference is made to the Annual Report on Form 40-F (the "40-F") of Seabridge Gold Inc. (the "Company"), to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Exchange Act of 1934, as amended, and the Annual Information Form (the "AIF") of the Company for the year ended December 31, 2011, which is being filed as an exhibit to and incorporated by reference in the 40-F.

I, J.H. Gray, P.Eng., on behalf of myself and Moose Mountain Technical Services, hereby consent to the references to, and the information derived from, the following reports and to the references, as applicable, to my name and Moose Mountain Technical Services's name in connection with the following reports in the AIF and the 40-F:

- Courageous Lake Updated Preliminary Economic Assessment 2011 dated July 15, 2011;
- Kerr-Sulphurets-Mitchell (KSM) Prefeasibility Study Update 2011 dated June 15, 2011; and
- Kerr-Sulphurets-Mitchell (KSM) Preliminary Feasibility Study 2010 dated May 31, 2010.

Yours truly,

/s/ J.H. Gray
J.H. Gray, P.Eng.

Exhibit 23.6

W.N. Brazier Associates Inc.

March 30, 2012

TO: Seabridge Gold Inc.

Ladies and Gentlemen:

Reference is made to the Annual Report on Form 40-F (the "40-F") of Seabridge Gold Inc. (the "Company"), to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Exchange Act of 1934, as amended, and the Annual Information Form (the "AIF") of the Company for the year ended December 31, 2011, which is being filed as an exhibit to and incorporated by reference in the 40-F.

I, W.N. Brazier, P.Eng., on behalf of myself and W.N. Brazier Associates Inc., hereby consent to the references to, and the information derived from, the following reports and to the references, as applicable, to my name and W.N. Brazier Associates Inc.'s name in connection with the following reports and documents in the AIF and the 40-F:

- Courageous Lake Updated Preliminary Economic Assessment 2011 dated July 15, 2011;
- Kerr-Sulphurets-Mitchell (KSM) Prefeasibility Study Update 2011 dated June 15, 2011;
- Kerr-Sulphurets-Mitchell (KSM) Preliminary Feasibility Study 2010 dated March 31, 2010; and
- Seabridge Gold Inc. - Courageous Lake Project, Preliminary Economic Assessment - 2008 dated March 10, 2008.

Yours truly,

/s/ W.N. Brazier

W.N. Brazier, P.Eng.

Exhibit 23.7(a)

Rescan Environmental Services Ltd.

March 30, 2012

TO: Seabridge Gold Inc.

Ladies and Gentlemen:

Reference is made to the Annual Report on Form 40-F (the "40-F") of Seabridge Gold Inc. (the "Company"), to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Exchange Act of 1934, as amended, and the Annual Information Form (the "AIF") of the Company for the year ended December 31, 2011, which is being filed as an exhibit to and incorporated by reference in the 40-F.

I, Greg McKillop, P.Geo., on behalf of myself and Rescan Environmental Services Ltd., hereby consent to the references to, and the information derived from, the following reports and to the references, as applicable, to my name and Rescan Environmental Services Ltd.'s name in connection with the following reports in the AIF and the 40-F:

- Kerr-Sulphurets-Mitchell (KSM) Prefeasibility Study Update 2011 dated June 15, 2011; and
- KSM Preliminary Feasibility Study 2010 dated March 31, 2010.

Yours truly,

/s/ Greg McKillop

Greg McKillop, P.Geo.

Exhibit 23.7(b)

Rescan Environmental Services Ltd.

March 30, 2012

TO: Seabridge Gold Inc.

Ladies and Gentlemen:

Reference is made to the Annual Report on Form 40-F (the "40-F") of Seabridge Gold Inc. (the "Company"), to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Exchange Act of 1934, as amended, and the Annual Information Form (the "AIF") of the Company for the year ended December 31, 2011, which is being filed as an exhibit to and incorporated by reference in the 40-F.

I, Pierre Pelletier, on behalf of myself and Rescan Environmental Services Ltd., hereby consent to the references to, and the information derived from, the following report and to the references, as applicable, to my name and Rescan Environmental Services Ltd.'s name in connection with the following report in the AIF and the 40-F: Courageous Lake Updated Preliminary Economic Assessment 2011 and is dated July 15, 2011.

Yours truly,

/s/ Pierre Pelletier
Pierre Pelletier, P. Eng.

Exhibit 23.8

Bosche Ventures Ltd.

March 30, 2012

TO: Seabridge Gold Inc.

Ladies and Gentlemen:

Reference is made to the Annual Report on Form 40-F (the "40-F") of Seabridge Gold Inc. (the "Company"), to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Exchange Act of 1934, as amended, and the Annual Information Form (the "AIF") of the Company for the year ended December 31, 2011, which is being filed as an exhibit to and incorporated by reference in the 40-F.

I, Harold Bosche, P.Eng., on behalf of myself and Bosche Ventures Ltd., hereby consent to the references to, and the information derived from, the following reports and to the references, as applicable, to my name and Bosche Ventures Ltd.'s name in connection with the following reports in the AIF and the 40-F:

- Kerr-Sulphurets-Mitchell (KSM) Prefeasibility Study Update 2011 dated June 15, 2011; and
- KSM Preliminary Feasibility Study 2010 dated March 31, 2010.

Yours truly,

/s/ Harold Bosche

Harold Bosche, P.Eng.

Exhibit 23.9

Klohn Crippen Berger Ltd.

March 30, 2012

TO: Seabridge Gold Inc.

Ladies and Gentlemen:

Reference is made to the Annual Report on Form 40-F (the "40-F") of Seabridge Gold Inc. (the "Company"), to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Exchange Act of 1934, as amended, and the Annual Information Form (the "AIF") of the Company for the year ended December 31, 2011, which is being filed as an exhibit to and incorporated by reference in the 40-F.

I, Graham Parkinson, P.Geo., on behalf of myself and Klohn Crippen Berger Ltd., hereby consent to the references to, and the information derived from, the following reports and to the references, as applicable, to my name and Klohn Crippen Berger Ltd.'s name in connection with the following reports in the AIF and the 40-F:

- Kerr-Sulphurets-Mitchell (KSM) Prefeasibility Study Update 2011 dated June 15, 2011; and
- KSM Preliminary Feasibility Study 2010 dated March 31, 2010.

Yours truly,

/s/ Graham Parkinson

Graham Parkinson, P.Geo.

Exhibit 23.10

McElhanney Consulting Services Ltd.

March 30, 2012

TO: Seabridge Gold Inc.

Ladies and Gentlemen:

Reference is made to the Annual Report on Form 40-F (the "40-F") of Seabridge Gold Inc. (the "Company"), to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Exchange Act of 1934, as amended, and the Annual Information Form (the "AIF") of the Company for the year ended December 31, 2011, which is being filed as an exhibit to and incorporated by reference in the 40-F.

I, Robert Parolin, P.Eng., on behalf of myself and McElhanney Consulting Services Ltd., hereby consent to the references to, and the information derived from, the following report and to the references, as applicable, to my name and McElhanney Consulting Services Ltd.'s name in connection with the following reports in the AIF and the 40-F:

- Kerr-Sulphurets-Mitchell (KSM) Prefeasibility Study Update 2011 dated June 15, 2011; and
- KSM Preliminary Feasibility Study 2010 dated March 31, 2010.

Yours truly,

/s/ Robert Parolin

Robert Parolin, P.Eng.

Exhibit 23.11

BGC Engineering Inc.

March 30, 2012

TO: Seabridge Gold Inc.

Ladies and Gentlemen:

Reference is made to the Annual Report on Form 40-F (the "40-F") of Seabridge Gold Inc. (the "Company"), to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Exchange Act of 1934, as amended, and the Annual Information Form (the "AIF") of the Company for the year ended December 31, 2011, which is being filed as an exhibit to and incorporated by reference in the 40-F.

I, Warren Newcomen, P.Eng., on behalf of myself and BGC Engineering Inc., hereby consent to the references to, and the information derived from, the following reports and to the references, as applicable, to my name and BGC Engineering Inc.'s name in connection with the following reports in the AIF and the
40-F:

- Kerr-Sulphurets-Mitchell (KSM) Prefeasibility Study Update 2011 dated June 15, 2011; and
- KSM Preliminary Feasibility Study 2010 dated March 31, 2010.

Yours truly,

/s/ Warren Newcomen
Warren Newcomen, P.Eng.

Exhibit 23.12

Allnorth Consultants Ltd.

March 30, 2012

TO: Seabridge Gold Inc.

Ladies and Gentlemen:

Reference is made to the Annual Report on Form 40-F (the "40-F") of Seabridge Gold Inc. (the "Company"), to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Exchange Act of 1934, as amended, and the Annual Information Form (the "AIF") of the Company for the year ended December 31, 2011, which is being filed as an exhibit to and incorporated by reference in the 40-F.

I, Darby Kreitz, on behalf of myself and Allnorth Consultants Ltd., hereby consent to the references to, and the information derived from, the following reports and to the references, as applicable, to my name and Allnorth Consultants Ltd.'s name in connection with the following reports in the AIF and the 40-F:

- Kerr-Sulphurets-Mitchell (KSM) Prefeasibility Study Update 2011 dated June 15, 2011; and
- KSM Preliminary Feasibility Study 2010 dated March 31, 2010.

Yours truly,

/s/ Darby Kreitz

Darby Kreitz, P. Eng.

Exhibit 23.13

Thyssen Mining Construction of Canada Ltd.

March 30, 2012

TO: Seabridge Gold Inc.

Ladies and Gentlemen:

Reference is made to the Annual Report on Form 40-F (the "40-F") of Seabridge Gold Inc. (the "Company"), to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Exchange Act of 1934, as amended, and the Annual Information Form (the "AIF") of the Company for the year ended December 31, 2011, which is being filed as an exhibit to and incorporated by reference in the 40-F.

I, Adrian Bodolan, on behalf of myself and Thyssen Mining Construction of Canada Ltd., hereby consent to the references to, and the information derived from, the following reports and to the references, as applicable, to my name and Thyssen Mining Construction of Canada Ltd.'s name in connection with the following reports in the AIF and the 40-F:

- Kerr-Sulphurets-Mitchell (KSM) Prefeasibility Study Update 2011 dated June 15, 2011; and
- KSM Preliminary Feasibility Study 2010 dated March 31, 2010.

Yours truly,

/s/ Adrian Bodolan

Adrian Bodolan, P. Eng

Exhibit 23.14

Golder Associates Ltd.

March 30, 2012

TO: Seabridge Gold Inc.

Ladies and Gentlemen:

Reference is made to the Annual Report on Form 40-F (the "40-F") of Seabridge Gold Inc. (the "Company"), to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Exchange Act of 1934, as amended, and the Annual Information Form (the "AIF") of the Company for the year ended December 31, 2011, which is being filed as an exhibit to and incorporated by reference in the 40-F.

I, Cameron Clayton, on behalf of myself and Golder Associates Ltd., hereby consent to the references to, and the information derived from, the following report and to the references, as applicable, to my name and Golder Associates Ltd.'s name in connection with the following report in the AIF and the 40-F: Courageous Lake Updated Preliminary Economic Assessment 2011 and is dated July 15, 2011.

Yours truly,

/s/ Cameron Clayton
Cameron Clayton, M. Eng., P. Geo.

Exhibit 31.1

CERTIFICATIONS PURSUANT TO SECTION 302
OF
THE SARBANES-OXLEY ACT OF 2002

I, Rudi P. Fronk, certify that:

1. I have reviewed this Annual Report on Form 40-F of Seabridge Gold Inc (the "Issuer"):

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the Issuer as of, and for, the periods presented in this report;

4. The Issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Issuer and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the Issuer's disclosure controls and procedures and presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this annual report based on such evaluation; and

d) Disclosed in this annual report any change in the Issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Issuer's internal control over financial reporting; and

5. The Issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Issuer's auditors and the audit committee of the Issuer's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Issuer's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Issuer's internal control over financial reporting.

Date: March 30, 2012

By: /s/ Rudi P. Fronk
Rudi P. Fronk
President and CEO

Exhibit 31.2

CERTIFICATIONS PURSUANT TO SECTION 302
OF
THE SARBANES-OXLEY ACT OF 2002

I, Christopher J. Reynolds, VP Finance and CFO, certify that:

1. I have reviewed this Annual Report on Form 40-F of Seabridge Gold Inc (the "Issuer"):

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the Issuer as of, and for, the periods presented in this report;

4. The Issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Issuer and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the Issuer's disclosure controls and procedures and presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this annual report based on such evaluation; and

d) Disclosed in this annual report any change in the Issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Issuer's internal control over financial reporting; and

5. The Issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Issuer's auditors and the audit committee of the Issuer's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Issuer's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Issuer's internal control over financial reporting.

Date: March 30, 2012

By: /s/ Christopher J. Reynolds
Christopher J. Reynolds
VP Finance and CFO

Exhibit 31.3

CERTIFICATION PURSUANT TO 18 U.S.C. §1350, AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with this Annual Report of Seabridge Gold Inc. (the "Company") on Form 40-F for the period ended December 31, 2011, as filed with the Securities and Exchange Commission on the date hereof (the "Annual Report"), I, Rudi P. Fronk, Chief Executive Officer of the Company, certify, pursuant to U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Annual Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in this Annual Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 30, 2012

By: /s/ Rudi P. Fronk
Rudi P. Fronk
Chief Executive Officer

This certification accompanies the Annual Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and may not be used or relied upon for any other purpose including Section 18 of the Securities Exchange Act of 1934.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 31.4

CERTIFICATION PURSUANT TO 18 U.S.C. §1350, AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with this Annual Report of Seabridge Gold Inc. (the "Company") on Form 40-F for the period ended December 31, 2011, as filed with the Securities and Exchange Commission on the date hereof (the "Annual Report"), I, Christopher J. Reynolds, Vice President Finance and Chief Financial Officer of the Company, certify, pursuant to U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Annual Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in this Annual Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 30, 2012

By: /s/ Christopher J. Reynolds
Christopher J. Reynolds
Vice President Finance and CFO

This certification accompanies the Annual Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and may not be used or relied upon for any other purpose including Section 18 of the Securities Exchange Act of 1934.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 99.1

Seabridge Gold Inc.

ANNUAL

INFORMATION

FORM

FOR THE YEAR ENDED

DECEMBER 31, 2011

DATED MARCH 29, 2012

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For details regarding Risks and Uncertainties, please refer to pages 43 to 51.

PRELIMINARY NOTES

Date of Information

The information in this Annual Information Form is presented as of December 31, 2011 unless specified otherwise.

Reporting Currency

All dollar amounts are expressed in Canadian dollars unless otherwise indicated. The Issuer's quarterly and annual financial statements are presented in Canadian dollars.

Units of Measure

In this Annual Information Form a combination of Imperial and metric measures are used with respect to the Issuer's mineral properties. Conversion rates from Imperial measure to metric and from metric to Imperial are provided below:

Imperial Measure = Metric Unit		**Metric Measure = Imperial Unit**	
2.47 acres	1 hectare	0.4047 hectares	1 acre
3.28 feet	1 meter	0.3048 meters	1 foot
0.62 miles	1 kilometer	1.609 kilometers	1 mile
0.032 ounces (troy)	1 gram	31.1 grams	1 ounce (troy)
1.102 tons (short)	1 tonne	0.907 tonnes	1 ton
0.029 ounces (troy)/ton	1 gram/tonne	34.28 grams/tonne	1 ounce (troy/ton)

Cautionary Note to United States Investors Regarding Resource Estimates

National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101") is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. Unless otherwise indicated, all resource estimates contained in or incorporated by reference in this Annual Information Form have been prepared in accordance with NI 43-101 and the guidelines set out in the Canadian Institute of Mining, Metallurgy and Petroleum (the "CIM") Standards on Mineral Resource and Mineral Reserves, adopted by the CIM Council on December 11, 2005 (the "CIM Standards") as they may be amended from time to time.

United States investors are cautioned that the requirements and terminology of NI 43- 101 and the CIM Standards differ significantly from the requirements of the SEC, including Industry Guide 7 under the US Securities Act of 1933. Accordingly, the Issuer's disclosures regarding mineralization may not be comparable to similar information disclosed by companies subject to the SEC's Industry Guide 7. Without limiting the foregoing, while the terms "measured resources", "indicated resources" and "inferred resources" are recognized and required by Canadian securities laws, they are not recognized by the SEC and are not permitted to be used in documents filed with the SEC by companies subject to Industry Guide 7. Under U.S. standards, mineralization may not be classified as a "reserve" unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. Mineral resources which are not mineral reserves do not have demonstrated economic viability and U.S. investors are cautioned not to assume that all or any part of a mineral resource will ever be converted into reserves.

U.S. investors should also understand that “inferred resources” have a great amount of uncertainty as to their existence and great uncertainty as to their economic and legal feasibility. U.S. investors are also cautioned not to assume that all or any part of an “inferred resource” exists, is economically mineable or will ever be upgraded to a higher category. Disclosure of “contained ounces” in a mineral resource is permitted disclosure under Canadian regulations. In contrast, under US rules companies are normally only permitted to report “resources” as in place tonnage and grade without reference to unit measures.

SEABRIDGE GOLD INC.

ANNUAL INFORMATION FORM

ITEM 1: CORPORATE STRUCTURE

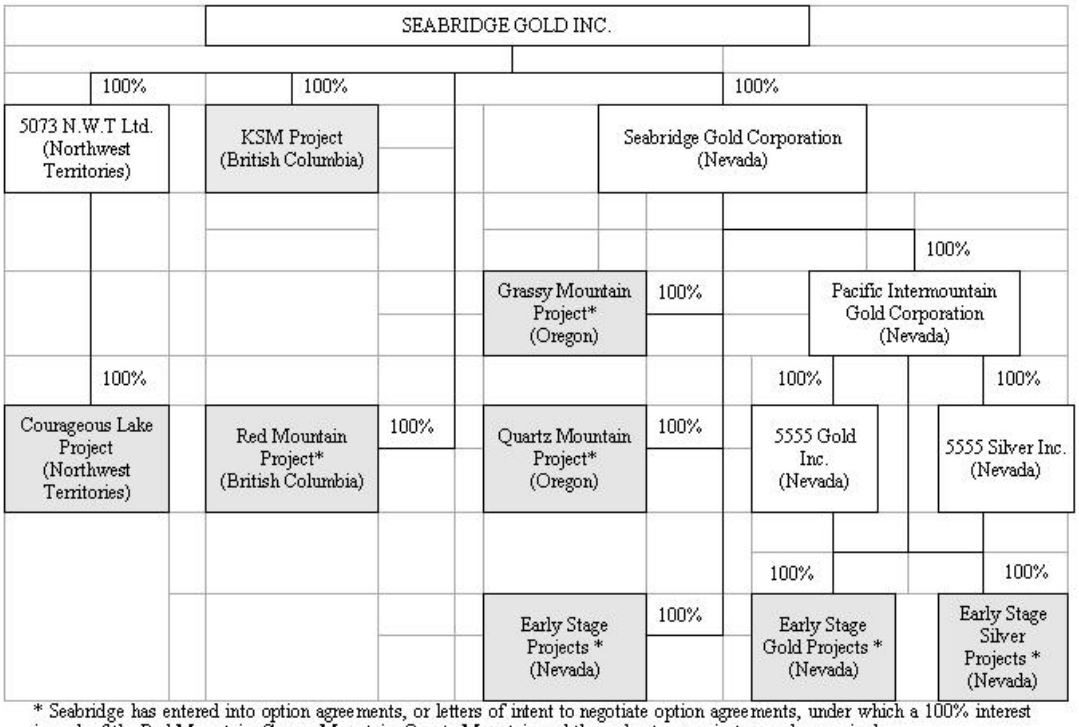
Incorporation of the Issuer

Seabridge Gold Inc. (the "**Issuer**"or "**Seabridge**") was incorporated under the *Company Act* (British Columbia) on September 14, 1979 under the name of Chopper Mines Ltd., which was subsequently changed to Dragoon Resources Ltd. on November 9, 1984, and then subsequently changed once more to Seabridge Resources Inc. on May 20, 1998. On June 20, 2002 the Issuer changed its name to "Seabridge Gold Inc." and on October 31, 2002 the Issuer was continued under the Canada Business Corporations Act.

The Issuer's corporate offices are located at 106Front Street East, 4 thFloor, Toronto, Ontario, CanadaM5A 1E1. The Issuer's telephone number is (416) 367-9292. The Issuer's Shares are currently listed for trading on the Toronto Stock Exchange (the "**TSX**") under the symbol "SEA" and on the NYSE AMEXEquities (the "**AMEX**") under the symbol "SA". The Issuer's registered office is located at 10 th Floor, 595 Howe Street, Vancouver, British Columbia, CanadaV6C 2T5.

Intercorporate Relationships

The Issuer presently has five wholly-owned subsidiaries: 5073 N.W.T. Limited, a company incorporated under the laws of the Northwest Territories of Canada, Seabridge Gold Corporation, a Nevada corporation; Pacific Intermountain Gold Corporation, a Nevada corporation; 5555 Gold Inc., a Nevada corporation; and 5555 Silver Inc., a Nevada corporation. The following diagram illustrates the current inter-corporate relationship between the Issuer, its subsidiaries and its projects:



* Seabridge has entered into option agreements, or letters of intent to negotiate option agreements, under which a 100% interest in each of the Red Mountain, Grassy Mountain, Quartz Mountain and the early stage projects may be acquired.

ITEM 2: GENERAL DEVELOPMENT OF THE BUSINESS

Overview

Since 1999, the Issuer has taken steps to achieve its goal of providing strong returns to shareholders by maximizing leverage to the price of gold. The Issuer's strategy to achieve this goal is to optimize gold ownership per Common share by increasing gold resources more rapidly than shares outstanding. The Issuer believes this ratio of gold resources per Common share has provided a simple but effective measure for evaluating dollars spent on behalf of shareholders.

In 1999, management decided that the Issuer's strategic focus would be on acquiring, exploring and developing gold deposits. The Issuer determined it would not build or operate mines, but that it would look to partner with other companies or sell assets that were ready for production. In the Issuer's view, building mines adds considerable technical and financial risks and requires a different set of skills and resources. The Issuer also concluded that early stage exploration would be too risky in terms of trying to achieve a growing ratio of gold resources per Common share. The Issuer therefore narrowed the activities it would undertake to the following three phases, which phases it planned to progress through in the following order, subject to increases in the price of gold: (i) acquiring known gold deposits, (ii) expanding the deposits, and (iii) defining the economic parameters of the deposits through engineering studies and upgrading mineral resources to reserves. The Issuer believed this was a relatively lower-risk and less capital-intensive strategy consistent with the goal of optimizing gold resources per Common share.

In 1999, the Issuer set out to buy gold deposits in North America that were not economic in a low gold price environment. North America was selected as the preferred jurisdiction because of its established mineral tenure and permitting procedures, political stability and infrastructure advantages. At that time, many projects were for sale at distressed prices as producers struggled to stay in business. The Issuer decided it would acquire projects with three main characteristics:

1. estimated resources with quality work done by reputable companies;
2. upside exploration potential; and
3. low holding costs to conserve cash in the event that a higher gold price was not achieved.

From 1999 to 2002, the Issuer acquired eight deposits with gold resources in North America, paying less than US$1.00 per ounce of resource (using aggregate ounces from all resource categories, including inferred resources) and has been paying less than US$0.10 per ounce per year in holding costs.

By 2002, with the gold price on the rise, the Issuer believed that it was becoming more expensive to acquire existing resources, and the cost-benefit equation tilted in favor of increasing gold ownership through exploration. The Issuer's strategy entered its second phase, which was to expand the Issuer's resource base through carefully targeted exploration. This phase proved highly successful, with total measured and indicated gold resources growing 589% between 2003 and 2012, and Common shares outstanding increasing only 57% during the same period.

By 2008, the gold price had risen sufficiently to make the Issuer think that a number of its projects might be economic. Therefore the Issuer began work on the third phase of its strategy: defining the economics of its projects through engineering studies and upgrading mineral resources to reserves. This effort focused on the KSM Project, which, during the exploration phase, had emerged as the Issuer's most important asset. The permitting process began and the Issuer undertook a substantial infill drilling program to raise the confidence level in the project's resources. This work led to a completed Preliminary Feasibility Study for the KSM Project in March 2010, which was updated in June, 2011 and the Issuer is in the process of updating it again to incorporate the new KSM resource estimate announced on February 8, 2012 and other design enhancements.

In 2010, the Issuer also turned its attention to its second-largest asset, the Courageous Lake Project. A preliminary economic assessment of this project was completed in early 2008 which indicated that the project's economics were marginal at the then-prevailing gold price. Given the increase in the gold price

since early 2008, the Issuer initiated a plan to take the Courageous Lake Project along a similar development path to the KSM Project, including additional drilling, the commencement of the permitting process and further engineering work to move towards a preliminary feasibility study. The Issuer has completed additional drilling at Courageous Lake, completed an updated preliminary economic assessment in July, 2011 and recently announced an updated resource estimate. The Issuer is now working to incorporate this updated resource model into a new preliminary feasibility study.

Work on the KSM Project and the Courageous Lake Project has been funded in part by the sale of non-core assets, consistent with the Issuer's strategy of limiting share dilution.

The Issuer intends to seek a sale or joint venture of its two core assets, the KSM Project and the Courageous Lake Project, or a sale of the Issuer. Realizing value for the Issuer's shareholders will depend on the potential financial return for a prospective purchaser or partner as well as market conditions at the time, especially gold and copper prices. The timing of sales or partnership agreements, if any, cannot be determined at this time.

The continuing success of the Issuer is dependent on (1) its ability to upgrade its existing gold resources through engineering studies, (2) advancing its projects through regulatory and First Nations reviews, (3) exploration success on projects it is exploring on its own account (4) continued strength in the price of gold and/or (5) successfully concluding negotiations under which others acquire interests in the Issuer's properties, whether under option agreements or by purchase, or acquire the Issuer. The Issuer also intends to continue its search for additional acquisitions.

Three Year History

During the three most recently completed financial years, the Issuer has focused its exploration and engineering efforts on its two core projects, namely KSM in British Columbia and Courageous Lake in the Northwest Territories.

In 2009, 2010 and 2011 the Issuer completed core drill programs at its KSM Project of 13,000 meters, 26,580 meters, and 20,750 meters respectively, with the objectives of expanding resources, upgrading resources from the inferred category into the measured or indicated categories and testing deposit limits. After each program the Issuer completed resource estimates incorporating the drilling data to date, in early 2009 the Issuer completed a Preliminary Assessment in respect of its KSM Project, in March of 2010 the Issuer completed a Preliminary Feasibility Study in respect of its KSM Project and in June of 2011 the Issuer completed an updated Preliminary Feasibility Study in respect of its KSM Project.

At its Courageous Lake Project, the Issuer returned to further development work in 2010, completing exploration work and an updated resource estimate and, in July of 2011, the Issuer completed a Preliminary Economic Assessment in respect of its Courageous Lake Project.

Due to success at both its KSM and Courageous Lake Projects, in early 2008 the Issuer announced that it would look to sell or joint venture its other projects while continuing to advance its two core projects. In March, 2009, the Issuer settled terms for the sale of its Hog Ranch Project under the terms of an option agreement and this option has now been exercised and the property transferred. In December, 2010 the Issuer sold the royalty interest it retained in the Nocha Buena project.In 2011, the Issuer continued advancing the sale of non-core assets, having concluded option agreements on its Quartz Mountain and Grassy Mountain projects and having announced a letter of intent under which it proposes to sell or option its remaining Nevada properties. In 2012 this success has continued, with the Issuer announcing a letter of intent under which it proposes to option its Red Mountain Project.

In 2011 the Issuer also entered into an agreement with a subsidiary of Royal Gold, Inc. (such subsidiary referred to in this AIF as " **RGLD**") under which RGLD agreed to take down a $30,000,000 private placement in Seabridge common shares at a 15% premium to market and Seabridge granted to RGLD an option to acquire a 1.25% net smelter returns royalty on all gold and silver production from Seabridge's KSM project, which option is exercisable by payment of $100,000,000 during a period of 60 days following the announcement of receipt of all material approvals and permits for the KSM Project, full project financing and certain other conditions.Seabridge also granted RGLD an 18 month option to

acquire an additional C$18 million in common shares of the Issuer that would be priced at a 15% premium over the market price at the time of subscription. If exercised, this additional investment in Seabridge shares would provide RGLD an option to acquire a further 0.75% net smelter returns royalty on all gold and silver production sales from KSM for an additional C$60 million on the same conditions as the firstroyalty.

At the date of this Annual Information Form, over 90% of the mineral resources at all of its projects combined are at the KSM Project and the Courageous Lake Project and the Issuer considers that its present market value principally relates to just these two projects. As a result, its present and future exploration and development activities will be almost exclusively focused on advancing these two projects.

ITEM 3: DESCRIPTION OF THE ISSUER'S BUSINESS

General

The Issuer holds six properties with gold resources and its material properties are its KSM Project and its Courageous Lake Project. The Issuer holds a 100% interest in each of its properties, however, each of the Grassy Mountain and the Quartz Mountain projects are subject to option agreements under which the optionee may acquire a 100% interest in such project. In addition, the Issuer has announced that it has entered into letters of intent to option each of the Red Mountain project and the Castle Black Rock project under which the optionee may acquire a 100% interest in such project. At the date of this Annual Information Form, the estimated gold resources at the Issuer's properties are set forth in the following table and are broken down by project and resource category.

Mineral Resources (Gold and Copper)

PROJECT	Cut-Off Grade (g/T)	Measured					Indicated					Inferred				
		Tonnes (000's)	Gold Grade (g/T)	Gold (000's ozs)	Copper Grade (%)	Copper (million lbs)	Tonnes (000's)	Gold Grade (g/T)	Gold (000's ozs)	Copper Grade (%)	Copper (million lbs)	Tonnes (000's)	Gold Grade (g/T)	Gold (000's ozs)	Copper Grade (%)	Copper (million lbs)
KSM																
Mitchell	0.50[1]	724,000	0.65	15,130	0.18	2,872	1,052,900	0.58	19,634	0.16	3,713	567,800	0.44	8,032	0.14	1,752
Iron Cap	0.50[1]	--	--	--	--	--	361,700	0.44	5,117	0.21	1,674	297,300	0.36	3,441	0.20	1,310
Sulphurets	0.50[1]	--	--	--	--	--	370,900	0.59	7,036	0.21	1,717	177,100	0.50	2,847	0.15	585
Kerr	0.50[1]	--	--	--	--	--	270,400	0.24	2,086	0.46	2,741	85,000	0.24	656	0.28	525
KSM Total	--	724,000	0.65	15,130	0.18	2,872	2,055,900	0.51	33,873	0.22	9,845	1,127,200	0.41	14,976	0.17	4,172
Courageous Lake[2]	0.83	13,401	2.53	1,090	--	--	93,914	2.28	6,884	--	--	48,963	2.18	3,432	--	--
Grassy Mountain[2]	0.55	--	--	--	--	--	18,657	1.54	924	--	--	1,722	1.10	61	--	--
Quartz Mountain[2]	0.34	3,480	0.98	110	--	--	54,330	0.91	1,591	--	--	44,800	0.72	1,043	--	--
Red Mountain[2]	1.00	1,260	8.01	324	--	--	340	7.041	76	--	--	2,079	3.71	248	--	--
Castle/ Black Rock[2]	0.25	4,120	0.57	75	--	--	8,260	0.53	140	--	--	7,950	0.37	93	--	--

Note: The resource estimates have been prepared in accordance with NI 43-101. See "Cautionary Note to United States Investors Regarding Resource Estimates"in the Preliminary Notes.

1. The cut-off grade for KSM is stated in amount of gold equivalent which takes into consideration the presence of copper which contributes to project economics.
2. Seabridge has entered into option agreements, or letters of intent to negotiate option agreements, under which a 100% interest in each of the Red Mountain, Grassy Mountain, Quartz Mountain and Castle Black Rock projects may be acquired.

Mineral resources which are not mineral reserves do not have demonstrated economic viability.

Cautionary Statement Regarding Forward-Looking Information and Statements

This Annual Information Form contains forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995 and forward-looking information within the meaning of Canadian securities laws concerning the Issuer's projects, business approach and plans, including estimated production, capital, operating and cash flow estimates and other matters at the Issuer's KSM Project and Courageous Lake Project (each as defined herein). Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "expects", "anticipates", "plans", "projects", "estimates", "assumes", "intends", "strategy", "goals", "objectives"or variations thereof or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of historical fact and may be forward-looking statements and forward-looking information (collectively referred to in the following information simply as "forward-looking statements"). In addition, statements concerning mineral resource estimates constitute forward-looking statements to the extent that they involve estimates of the mineralization expected to be encountered if amineral property is developed.

Forward-looking statements are necessarily based on estimates and assumptions made by the Issuer in light of its experience and perception of historical trends, current conditions and expected future developments. In making the forward-looking statements in this Annual Information Form the Issuer has applied several material assumptions including, but not limited to, the assumption that: (1) market fundamentals will result in sustained demand and prices for gold and copper, and to a much lesser degree, silver and molybdenum; (2) the potential for production at its mineral projects will continue operationally, legally and economically; (3) any additional financing needed will be available on reasonable terms; and (4) estimated resources at the Issuer's projects have merit and there is continuity of mineralization as reflected in such estimates.

Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors that could cause actual events or results to differ from those expressed or implied by the forward-looking statements, including, without limitation:

- the Issuer's history of losses and expectation of future losses;
- risks related to the Issuer's ability to finance its exploration activities and future development activities through joint ventures, the sale of property interests or obtaining suitable financing;
- uncertainty of whether there are any economic reserves existing on the Issuer's mineral properties;
- uncertainties relating to the assumptions underlying the Issuer's resource estimates;
- uncertainty of estimates of capital costs, operating costs, production and economic returns;
- risks related to commercially producing precious metals from the Issuer's mineral properties;
- risks related to fluctuations in the market price of gold, copper and other metals;
- risks related to fluctuations in foreign exchange rates;

- mining, exploration and development risks that could result in damage to mineral properties, plant and equipment, personal injury, environmental damage and delays in mining, which may be uninsurable;
- risks related to obtaining all necessary permits and governmental approvals for exploration and development activities, including in respect of environmental regulation and any necessary consents of third parties to development and mining activities;
- uncertainty related to title to the Issuer's mineral properties;
- risks related to unsettled First Nations rights and title;
- risks related to increases in demand for exploration, development and construction services equipment, and related cost increases;
- increased competition in the mining industry;
- the Issuer's need to attract and retain qualified management and personnel;
- risks related to some of the Issuer's directors' and officers' involvement with other natural resource companies; and
- theIssuer's classification as a "passive foreign investment company" under the United States tax code.

This list is not exhaustive of the factors that may affect any of the Issuer's forward-looking statements. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Issuer or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, including, without limitation, those referred to in this Annual Information Formunder the heading "Risk Factors" and elsewhere in this Annual Information Form. In addition, although the Issuer has attempted to identify important factors that could cause actual achievements, events or conditions to differ materially from those identified in the forward-looking statements, there may be other factors that cause achievements, events or conditions not to be as anticipated, estimated or intended. It is also noted that while Seabridge engages in exploration and development of its properties, it will not undertake production activities by itself.

These forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made and the Issuer does not assume any obligation to update forward-looking statements, except as required by applicable securities laws, if circumstances or management's beliefs, expectations or opinions should change. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

KSM Project

Summary

The KSM project is comprised of two contiguous claim blocks in the Iskut-Stikine region in British Columbia, approximately 20 kilometers southeast of the Eskay Creek Mine.

At the time of acquisition by the Issuer, the project consisted of two distinct zones (Kerr and Sulphurets) which had been modelled separately by Placer Dome (CLA) Limited ("**Placer Dome**"). Drilling by the Issuer during 2006 and 2007 confirmed a new zone, the Mitchell zone, which is significantly larger than the Kerr and Sulphurets zones.Drilling by the Issuer during 2010 confirmed a further zone, the Iron Cap zone, which is a bit larger than the Kerr and Sulphurets zones.

During 2008 and 2009 Seabridge focused on further exploration and development of the KSM Project, principally the Mitchell zone, to further upgrade and expand mineral resources, and generated successive resource estimates of all three zones. In 2010, the Issuer continued with exploration and development of

the KSM Project, particularly the new Iron Cap zone. In 2011, the Issuer's work was designed to upgrade approximately three million ounces of higher grade inferred gold resources at the Sulphurets and Kerr zones to proven and probable reserves and to test the down-dip extension of the higher grade breccia zone at Mitchell. After completing drilling in 2011,the drill hole database for the KSM Project includes 508 core holes totalling approximately 144,375 meters. Over 97% of the holes at Mitchell were drilled by Seabridge between 2006 and 2011. Approximately 87% of the Iron Cap meterage was drilled by the Issuer in 2010. Seabridge announced its current resource estimate at the KSM Project on February 8, 2012.

The Issuer engaged a group of independent consultants to undertake a Preliminary Feasibility Study for KSM, initially to incorporate the 2010 resource estimates, then, with the success of 2010 and 2011 exploration, the Issuer engaged its consultants to update the original study twice to incorporate new resource estimates announced in early 2011 and 2012 and to consider other refinements to the proposed operation. The details of the 2011 Preliminary Feasibility Study are presented below and the updated 2012 Preliminary Feasibility Study is in progress.

Acquisition Agreement

In June 2000, the Issuer entered into a Letter of Intent with Placer Dome to acquire a 100% interest in Kerr-Sulphurets. On March 28, 2001, the Issuer and Placer Dome executed a definitive acquisition agreement. Closing of the transaction was delayed until June 2001 at which time Placer Dome was able to obtain a satisfactory release of its environmental obligations associated with the project. At closing, in consideration for a 100% interest in the Project, the Issuer issued Placer Dome (i) 500,000 common shares of the Issuer; (ii) 500,000 common share purchase warrants, exercisable by Placer Dome at C$2.00 per share for two years; and (iii) a 1% NSR interest on the Project, capped at C$4.5 million. The 500,000 common share purchase warrants were exercised by Placer Dome in early 2003. The Issuer will be obligated to purchase the 1% NSR from Placer Dome for $4.5 million in the event that a positive feasibility study demonstrates a 10% internal rate of return after tax and financing costs.

Option Agreement

In September 2002, the Issuer optioned the property to Noranda Inc. (which subsequently became Falconbridge Limited and then Xstrata plc.). During 2003 and 2004, Noranda conducted geophysics, surface mapping, surface sampling and target delineation at the project. Falconbridge completed a $1.3 million drill program on six new targets during the summer of 2005.

In April 2006, the Issuer announced that it had reached agreement with Falconbridge whereby the Issuer would re-acquire Falconbridge's option to earn up to a 65% interest at KSM for 200,000 common shares of the Issuer and 2.0 million conditional common share purchase warrants of the Issuer with an exercise price of C$13.50 per share. The transaction closed in August 2006. With the announcement of an initial mineral resource at the Mitchell zone, the full 2.0 million warrants became exercisable in February 2007. During 2007, all two million warrants were exercised and the Issuer received $27 million in proceeds.

Acquisition of Adjacent Lands

On September 4, 2009, the Issuer completed the acquisition of 22 mineral legacy claims (the "BJ Claims") immediately adjacent to the KSM Project from Max Minerals Ltd. ("Max"). Seabridge acquired the BJ Claims as prospective ground for additional exploration, to secure needed room for waste rock storage and project infrastructure and mineral rights to a part of the proposed tunnel route between the planned mining and milling facilities. At closing Seabridge paid Cdn$1.0 million in cash to Max, issued 75,000 Common shares to Max, and granted a 2.5% net smelter royalty ("NSR") to Max on the BJ Claims. The BJ Claims are also subject to a 2% NSR in favor of the original owner of the BJ Claims and Seabridge is obligated to pay the original owner 10 annual advance royalty payments of Cdn$100,000 each, ending in 2018. The advance royalty payments are credited against any payments that might become due under the 2% NSR.

On February 9, 2011 the Issuer completed the acquisition of a further 16 mineral legacy claims adjacent to claims held by the Issuer at KSM from 0892597 B.C. Ltd. At closing Seabridge paid 0892597 B.C. Ltd. $675,000 in cash. These claims are subject to a 2% NSR.

Royalty Option

In June, 2012, the Issuer entered into an agreement with RGLD under which RGLD agreed to take down a $30,000,000 private placement in Seabridge common shares at a 15% premium to market and Seabridge granted to RGLD an option to acquire a 1.25% net smelter returns royalty on all gold and silver production from Seabridge's KSM project, which option is exercisable by payment of $100,000,000 during a period of 60 days following the announcement of receipt of all material approvals and permits for the KSM Project, full project financing and certain other conditions. Seabridge also granted RGLD an 18 month option to acquire an additional C$18 million in common shares of the Issuer that would be priced at a 15% premium over the market price at the time of subscription. If exercised, this additional investment in Seabridge shares would provide RGLD an option to acquire a further 0.75% net smelter returns royalty on all gold and silver production sales from KSM for an additional C$60 million on the same conditions as the first royalty.

Technical Report

In May, 2010, a Preliminary Feasibility Study for the KSM Project was completed that was based on mineral resource estimates prepared before such assessment. After the 2010 exploration program an updated mineral resource estimate was completed in March 2011 and the Issuer engaged its group of consultants, all of whom are independent of Seabridge, to prepare an updated Preliminary Feasibility Study for the KSM Project using the 2011 resource estimate. The KSM Preliminary Feasibility Study is dated June 15, 2011 and is entitled "Kerr-Sulphurets-Mitchell (KSM) Prefeasibility Study Update 2011" (the "**2011 Prefeasibility Study**"). The overall study was coordinated by Wardrop (" **Wardrop**"), a Tetra Tech Company. The consultants and their responsibilities are as follows:

- Wardrop, under the direction of John Huang (overall report preparation, metallurgical testing review, mineral processing and process operating cost) and Hassan Ghaffari (infrastructure capital cost estimate, financial analysis and process related infrastructure)
- Moose Mountain Technical Services under the direction of Jim Gray (mining, mine capital and mine operating costs)
- W.N. Brazier Associates Inc. under the direction of W.N. Brazier (power supply, energy recovery plants and associated costs)
- Rescan Environmental Services Ltd. (" **Rescan**") under the direction of Greg McKillop (environment and permitting)
- Bosche Ventures Ltd. under the direction of Harold Bosche (rope conveying, slurry pipeline system, tailings delivery, reclaim pumping and piping systems and associated capital costs)
- KlohnCrippen Berger Ltd. under the direction of Graham Parkinson (water diversion and seepage collection ponds, tailings dam, water treatment dam and related capital, operating and closure costs)
- Allnorth Consultants Ltd. under the direction of Mr. Darby Kreitz (storage dam and tailings starter dam construction cost estimates)
- Resource Modeling Inc. (" **RMI**") under the direction of Michael Lechner (mineral resources)
- McElhanney Consulting Services Ltd. under the direction of Robert Parolin (main and temporary access roads and associated costs)

- BGC Engineering Inc. under the direction of Warren Newcomen (rock mechanics and mining pit slopes)
- EBA Engineering Consultants Ltd. ("**EBA**") under the direction of Kevin Jones (winter access roads and associated costs)
- Thyssen Mining Construction of Canada Ltd. under the direction of Adrian Bodolan (tunnel design and costs).

The following material (up to "*Subsequent Information*") on the KSM Project summarizes information from the 2011 Prefeasibility Study.

Location and Climate

The KSM property is located in the Iskut-Stikine River region in the mountainous terrain of north-western British Columbia, approximately 65 km north-northwest of Stewart, British Columbia and 21 kilometers south-southeast of the Eskay Creek Mine (production ceased in 2009)(see Figure 1). The property is centred at latitude 56º52' North and longitude 130.25º West. The Mineral Resources that are the subject of this report are located relative to the NAD83 UTM coordinate system.

The property lies in the rugged Coastal Mountains of northwest British Columbia,with elevations ranging from 520 meters in Sulphurets Creek valley to over 2,300 meters at the highest peaks.

Access to the property is by helicopter from Stewart. Mobilization of equipment and personnel have also been staged from kilometer 54 on the private Eskay Creek Mine Road and along the public Granduc Highway.

The climate is generally typical of a temperate or northern coastal rainforest, with sub-arctic conditions at high elevations. Precipitation is high, with an annual totalprecipitation (rainfall and snow equivalents) estimated to be between the historical averages for the Eskay Creek Mine and Stewart, BC. This range extends from 1,373 to 2,393 mm (data to 2005). The length of the snow-free season varies from about May through November at lower elevations, and from July through September at higher elevations.Snowfalls and strong winds can be expected from early-October until mid-April with temperatures varying widely between 0º and -40ºC. Snowpack ranges from one to two meters but high winds can create snowdrifts up to 10 meters.

Local Resources, Infrastructure and Physiography

There are deep-water loading facilities for shipping bulk mineral concentrates located in Stewart. The facilities are currently used by the Huckleberry mine. The nearest railway is the Canadian National Railroad (CNR) Yellowhead route, which is located approximately 220 km southeast of the property. This line runs east-west, and can deliver concentrate to deep water ports near Prince Rupert and Vancouver, BC.

The property is located on Crown land; therefore, all surface and access rights are granted by the *Mineral Tenure Act* and the *Mining Right of Way Act*. There are no settlements or privately owned land in the area; there is limited commercial recreational activity in the form of helicopter skiing and guided fishing adventures.

The northern most extension of the current British Columbia Transmission Corporation (" **BCTC**") grid in the KSM Project area is a 220 kilometer long, 138 kV transmission line to Meziadin Junction from the Skeena substation near Terrace, British Columbia. The community of Stewart, British Columbia is provided service by a continuation of the transmission line from Meziadin. The existing 138 kV transmission line does not have adequate capacity to supply an extension to the KSM property. There is a currently approved new 335 kilometer long 287 kV "Northwest Transmission Line" ("**NTL**") from Skeena substation following in proximity to Highway 37 passing within 12 km of the KSM property as far north as Bob Quinn Lake. The KSM Project expects to take electrical service from the new NTL as a Transmission Service Customer under their bulk rate schedule 1823.

Figure 1 - KSM Project Location Map

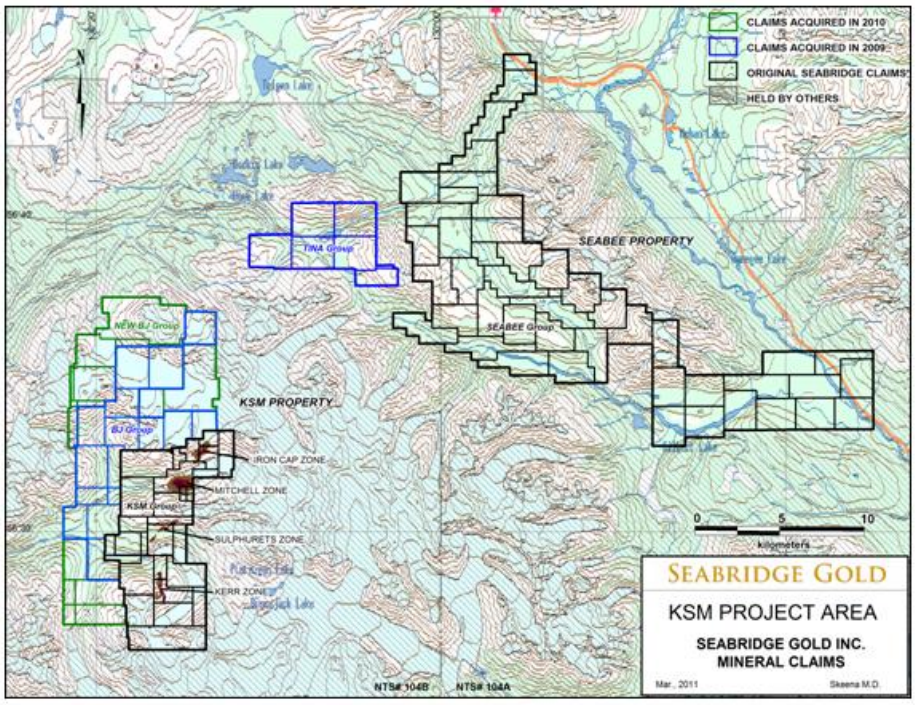


Land Status

The KSM property is comprised of three discontinuous claim blocks. These claim blocks are referred to as 1) the KSM claim group, 2) the Seabee/Tina claims, and 3) the KSM placer claim block. The first two claim blocks (KSM and Seabee/Tina) contain 115 mineral claims, consisting of both cell and legacy claims. The three claim blocks cover a total area of approximately 44,120 hectares. The Seabee/Tina claim block is located about 19 kilometers northeast of the Kerr-Sulphurets-Mitchell-Iron Cap mineralized zones. The Seabee/Tina claim block is currently being considered for proposed infrastructure siting.

Since acquisition of the original KSM claim group, Seabridge has added to the KSM Project's property holdings through staking and purchase of several claim groups. These include the Seabee group, acquired by staking, the Tina and BJ groups purchased in 2009, and the New BJ group purchased in 2011. The Seabee and Tina groups are together referred to as the Seabee property, and the original KSM group, BJ and New BJ groups are referred to as the KSM property. The Kerr-Sulphurets placer claims were part of the original property acquisition from Placer Dome Inc. Additional placer claims were acquired by staking in 2009.

Figure 2 - KSM Project Claim Map



Annual holding costs for all claims (lode and placer) are approximately $106,000, which the Company has maintained since acquiring the project. In 2007, assessment work was filed to advance the expiry of the KSM property to 2018. Assessment work was completed on most of the Seabee property in 2010 with that work filed in February 2011 which advanced expiry dates to 2017. The BJ group of claims had assessment work from 2010 applied which advanced expiry dates to 2020. The Kerr-Sulphurets placer claims have been kept in good standing by paying fees in lieu of completing assessment work.

The KSM Project is located on provincial Crown land. The four gold-copper deposits, and the proposed waste rock storage areas, lie within the Unuk River drainage in the area covered by the Cassiar Iskut

Stikine Land and Resource Management Plan, approved by the British Columbia Government in 2000. A part of the proposed ore transport tunnel lies within the boundaries of the South Nass Sustainable Resource Management Plan that is currently in development. The proposed sites for the tailings management and plant facilities lie outside of the boundaries of any land use planning process. Part of the Project, excluding the mineral deposits and their immediately-related infrastructure, lies within the boundaries of the Nass Area, as defined in the Nisga'a Final Agreement, where consultation is required with the Nisga'a Lisims Government under the terms of the Final Agreement. The Tahltan First Nation has an asserted claim over part or all of the area underlying the Project footprint. Additionally, the Gitanyow and Gitxsan Hereditary Chiefs, including the *wilp* Ski Km Lax Ha, may have some interests within the broader region, particularly downstream of the plant site and tailings management facility, which may be potentially affected by the Project.

Seabridge has completed an extensive two year environmental baseline program, initiated in 2007, in support of the Provincial and Federal Governments' permitting process. Environmental studies are being conducted under the leadership of Clem Pelletier, President of Rescan Environmental Services Ltd.

In March 2010, an application was made for a Multi-Year Area Based (MYAB) permit which covers work at the KSM property for a five year period. Approval for this work, which covers drilling, geophysical surveys, and base line environmental studies, was granted on June 30, 2010 (Permit # MX-1-571, Approval #10-0100108-0630). Prior to this approval, an extension to the 2009 permit was granted by the Ministry of Energy Mines and Petroleum Resources on April 30th, 2010, in order to complete the approved program commenced in 2009. Work on the Seabee property is covered by a separate permit, MX-1-763. An application for an MYAB permit for Seabee has been submitted.

Exploration History

The modern exploration history of the area began in the 1960's, with brief programs conducted by Newmont, Granduc, Phelps Dodge, and the Meridian Syndicate. All of these programs were focused towards gold exploration. Various explorers were attracted to this area due to the numerous large, prominent pyritic gossans that are exposed in alpine areas. There is evidence that prospectors were active in the area prior to 1935. The Sulphurets Zone was first drilled by Esso Minerals in 1969; Kerr was first drilled by Brinco in 1985 and Mitchell Creek by Newhawk Gold in 1991.

In 1989, a 100% interest in the Kerr deposit was acquired by Placer Dome from Western Canadian Mines and in the following year they acquired the adjacent Sulphurets property from Newhawk Gold Mines. The Sulphurets property also hosts the Mitchell deposit and the Iron Cap zone and other mineral occurrences. In 2000, Seabridge Resources acquired a 100% interest from Placer Dome in both the Kerr and Sulphurets properties, subject to capped royalties.

There is no recorded mineral production, nor evidence of it, from the property. Immediately west of the property, small-scale placer gold mining has occurred in Sulphurets and Mitchell Creeks. On the Bruceside property immediately to the east and currently owned by Silver Standard Resources, limited underground development and test mining was undertaken in the 1990's on narrow, gold-silver bearing quartz veins at the West Zone.

During 2003 and 2004, under its option to earn up to a 65% interest in the project from the Issuer, Falconbridge conducted geophysics, surface mapping, surface sampling and drilling at the project.

Since 2006, the Issuer has been conducting exploration and development activities at the project.

Geology and Mineralization

Regional Geology

The region lies within "Stikinia", a terrane of Triassic and Jurassic volcanic arcs that were accreted onto the Paleozoic basement of the North American continental margin in the Middle Jurassic. Stikinia is the largest of several fault bounded, allochthonous terranes within the Intermontane belt, which lies between the post-accretionary, Tertiary intrusives of the Coast belt and continental margin sedimentary prisms of the Foreland

(Rocky Mountain) belt. In the Kerr-Sulphurets area, Stikinia is dominated by variably deformed, oceanic island arc complexes of the Triassic Stuhini and Jurassic Hazelton groups. Back-arc basins formed eastward of the property in the Late Jurassic and Cretaceous were filled with thick accumulations of fine black clastic sediments of the Bowser Group. Folding and thrusting due to compressional tectonics in the late Cretaceous generated the area's current structural features. Remnants of Quaternary basaltic eruptions occur throughout the region.

The KSM property hosts an extensive alteration and mineralization system that was developed as a result of hydrothermal activity focused on hypabyssal, Early Jurassic intermediate, porphyritic intrusions. The model is best described as a gold-enriched copper porphyry system controlled by a series of dikes, sills and plugs rather than a single stock. Mineralization is typically associated with quartz veinlet stockworks and sheeted quartz veinlet arrays mainly in altered host rocks adjacent to the intrusions. Principal sulfides are pyrite and chalcopyrite, with minor molybdenite, and trace amounts of tennantite, bornite, sphalerite, and galena.

Mitchell Zone Mineralization

Eleven core holes totaling 3,186.11 meters were drilled by Seabridge in 2010 within the Mitchell zone. The majority of these holes were drilled along the northern and eastern flanks of the mineralized zone in order to upgrade Inferred Resources to Indicated Resources. The drill hole spacing at Mitchell is variable but within the core portion of the Mitchell zone drill hole spacing varies between 50 to 100 meters. The total drill pattern has tested a volume measuring roughly 2,000 meters by 1,200 meters by 600 meters. Geological and assay results were generally consistent with existing models for geology and metal distribution, but some revisions were made to the geometry of solid models to reflect new data.

The Mitchell zone is exposed in Mitchell valley through an erosional window exposing the footwall of the Mitchell Thrust Fault. The zone is a moderately dipping, roughly tabular gold-copper deposit measuring approximately 1,600 meters along strike, 400 to 900 meters down dip, and at least 300 to 600 meters thick. It consists of a foliated, schistose or mylonitic zone of intensely altered and sulfide bearing rocks, with a variably distributed stockwork of deformed and flattened quartz veinlets. The schistosity generally follows an east-southeast direction, and dips moderately steep to the north. In general, the core area of mineralization has a moderate plunge to the north or northwest, and is lineated in an east-southeast direction.

Recent glacial melt back has provided exceptional surface exposure of a relatively fresh gold-copper porphyry system. A zone of intense quartz and sulfide veining ("High Quartz") forms resistant bluffs in Mitchell valley. However, the higher grade core area is mostly covered by talus and moraine west of the bluffs. Active oxidation and leaching of sulfides has produced prominent gossans and extensive copper sulfate precipitates at the surface.

The Mitchell zone is considered to lie within the spectrum of the gold-enriched copper porphyry environment. Metals, chiefly gold and copper (in terms of economic value), are generally at low concentrations, finely disseminated, stockwork or sheeted veinlet controlled, and pervasively dispersed over dimensions of hundreds of meters. Grades diminish slowly over large distances; sub-economic grades are encountered at distances of several hundreds of meters beyond the interpreted centre of the system. This is distinct from the Sulphurets and Kerr zones, where there are more abrupt breaks in grade due to higher structural complexity and juxtaposition of weak and moderate grade domains by faulting, both syn-mineral structures controlling breccia contacts, and post-mineral faulting and displacements.

Iron Cap Zone Mineralization

The Iron Cap Zone is a roughly 600 by 1,500 meter area of well-exposed, intensely and pervasive quartz-sericite-pyrite altered intrusive, sedimentary and volcanic rock approximately 2,300 meters northeast of the Mitchell zone. Quartz-sulfide-gold bearing veins within the Iron Cap zone attracted previous explorers and were the focus of blast trenching and three short drill holes drilled by Esso Minerals in 1980 which intersected wide intervals of low grade copper-gold mineralization. The Iron Cap deposit has been delineated by over 17,790 meters of core drilling in 52 drill holes spaced at intervals of 50 to 100 meters; in total three different operators drilled the project between 1980 and 2010. In 2010, Seabridge drilled 15,400.6 meters in forty-one core holes to explore, delineate and model the deposit. This resulted in the first resource estimation of the Iron Cap deposit, which contains substantial volumes of both inferred and indicated resources.

The Iron Cap deposit is a separate but related mineralized system within the KSM district, and occurs structurally above the Mitchell deposit, in the panel of rocks between the Mitchell and Sulphurets thrust faults. It differs from the Mitchell deposit primarily in that much of the host rock is hydrothermally altered intrusive (porphyritic monzonite to diorite) rather than volcanics and sediments. The volcanics are mostly andesitic porphyry, generally similar to the main host of the Mitchell deposit. There is a high degree of silicification which overprints earlier potassic and chloritic alteration. Intense phyllic alteration and high density stockwork veining, which are pervasive at Mitchell are less pervasive at Iron Cap. Copper bearing zones at Iron Cap demonstrate higher grades than Mitchell, which is consistent with the intrusive setting and potassic alteration indicating a deeper and hotter environment.

Associated with the silicification are wide zones of hydrothermal brecciation, scattered meter-scale quartz-pyrite-chalcopyrite veins and centimeter-scale quartz-pyrite-chalcopyrite-sphalerite-galena-tetrahedrite veins that are interpreted to be superimposed on earlier stockwork and disseminated mineralization associated with the intrusion. Microscopic examinations of polished thin sections confirm that Iron Cap was also subjected to a post-mineral deformational event evidenced by widespread mylonitic textures. “Mylonite” and Ultramylonite” are terms used as rock names in petrographic descriptions of several Iron Cap mineralized samples.

Generally intense silicification at the higher, eastern portions gives way to chloritization with some preserved feldspar alteration at depth and towards the west which correlates with an increasing proportion of intrusive rock. Relative to Mitchell, stockwork veining is much weaker. There is a distinct overprint of structurally controlled, centimeter scale quartz-carbonate veins with chalcopyrite, galena, sphalerite, and tetrahedrite, but the distribution is not clear. It does not seem to effect the gold and copper distribution on a large scale, but at the vein scale there is often correlation. High silver values are generally associated with presence of galena and sphalerite.

Sulphurets Zone Mineralization

The Sulphurets deposit has been delineated by over 25,281 meters of core drilling in 94 drill holes spaced at intervals of 50 to 100 meters; in total six different operators drilled the project between 1968 and 2006. In 2010, Seabridge drilled an additional 6,538.9 meters in 18 core holes to upgrade Inferred Resources to Indicated Resources and to test the continuity of mineralization down-dip and along strike to the southwest. Geological and assay results were consistent with existing models for geology and metal distribution as described below.

The deposit is comprised of two distinct zones, Raewyn and Breccia Gold. The Raewyn Copper-Gold zone hosts mostly porphyry style disseminated chalcopyrite and associated gold mineralization in moderately quartz stockworked, chlorite-biotite-sericite-magnetite altered volcanics. The alteration and mineralization are centered on a narrow, apparently conformable body of porphyritic quartz monzonite. It has an apparent northeasterly strike and dips about 45 degrees to the north. It may be offset in en echelon style by several north-northeasterly trending vertical structures. The mineralization is open at down-dip and along strike to the southwest. The Breccia Gold zone hosts mostly gold bearing pyritic mineralization with minor chalcopyrite and sulfosalts in a K-feldspar-siliceous hydrothermal breccia that apparently crosscuts the Raewyn porphyry copper-gold deposit. It comprises altered intrusive clasts in a matrix of mainly silica and sulfides. Both zones have an intense phyllic overprint that nearly masks all earlier alteration phases. The breccia zone has an apparent northerly strike and dips to the west, and is open down dip. A late, barren, pyritic monzogabbro cuts off the Breccia zone on the northwest side.

Kerr Zone Mineralization

The Kerr deposit has been delineated by over 29,020 meters of core drilling in 155 drill holes spaced at intervals of 50 to 100 meters by Seabridge and six previous operators between 1987 and 2010. In 2010, Seabridge drilled an additional 1,453 meters in four core holes. These drill holes were primarily completed to assist with ongoing geotechnical engineering studies. Two of the four holes intersected the previously designed resource. Geologic and assay results were consistent with existing models of geology and metal distribution as described below.

The Kerr deposit is a strongly deformed copper-gold porphyry, where copper and gold grades have been upgraded due to remobilization of metals during later and/or possibly syn-intrusive deformation. Alteration is the result of a relatively shallow, long lived hydrothermal system generated by intrusion of monzonite. Subsequent regional deformation along the Sulphurets thrust was diverted into Kerr area along pre-existing structures and altered rocks with low competency.

The mineralized area forms a mostly continuous, north-south trending and westerly dipping, irregular body at least 1700 meters long, and up to 200 meters thick. Higher grades are associated with crackled quartz stockwork, anhydrite veining, and chlorite alteration. It is enveloped by a schistose, pyrite rich phyllic alteration with low to moderate grades. Mineralization is open at depth and along strike.

2011 Resource Estimate

RMI constructed 3D block models for the Kerr, Sulphurets, Mitchell, and Iron Cap zones. Various 3D wireframes were used to constrain the estimate of block grades (e.g. lithology, alteration, structural, and grade envelopes). These wireframes were used by RMI in a multi-pass inverse distance grade interpolation plan. The estimated block grades were validated using visual and statistical methods. Based on those results, RMI believes that the grade models are globally unbiased and suitable for subsequent pit optimization studies. The estimated block grades were classified into Measured (Mitchell only), Indicated, and Inferred Mineral Resource categories based on mineralized continuity, along with distance to data in conjunction with the number of drill holes that were used to estimate block grades. To facilitate comparisons with previous resource estimates, recoverable gold equivalent grades were calculated using a US$650 gold price with a 70% recovery rate and a US$2.00 copper price with an 85% recovery rate.The cutoff grade for resource tabulation was set at 0.50 g/t gold equivalent, also consistent with the cutoff grade used for previous KSM resource estimates. RMI reviewed the security, sample preparation, analytical procedures and QA/QC protocols/results and concluded that they were adequate and that the subsequent assays are suitable to be used to estimate mineral resources.

The following table summarizes the updated mineral resource estimates for the Issuer's 100% owned Mitchell, Iron Cap, Sulphurets and Kerr zones at the KSM Project using a 0.50 gram per tonne gold equivalent cut-off grade.

KSM Mineral Resources at 0.50 g/t Gold Equivalent Cutoff-Grade

Measured Resources

Zone	Tonnes (000)	Gold (g/t)	Gold (000 of ounces)	Cu (%)	Copper (millions of lbs)	Silver (g/t)	Silver (000 of ounces)	Moly (ppm)	Moly (millions of lbs)
Mitchell	677,600	0.64	13,943	0.17	2,539	3.2	69,713	58	86.6
Total	**677,600**	**0.64**	**13,943**	**0.17**	**2,539**	**3.2**	**69,713**	**58**	**86.6**

Indicated Resources

Zone	Tonnes (000)	Gold (g/t)	Gold (000 of ounces)	Cu (%)	Copper (millions of lbs)	Silver (g/t)	Silver (000 of ounces)	Moly (ppm)	Moly (millions of lbs)
Mitchell	1,069,500	0.59	20,287	0.17	4,007	3.2	110,033	60	141.4
Sulphurets	199,300	0.63	4,037	0.26	1,142	0.7	4,485	59	25.9
Kerr	241,200	0.25	1,939	0.47	2,499	1.2	9,306	n/a	n/a
Iron Cap	361,700	0.44	5,117	0.21	1,674	5.4	62,796	47	37.5
Total	**1,871,700**	**0.52**	**31,380**	**0.23**	**9,322**	**3.1**	**186,620**	**57**	**204.8**

Measured Plus Indicated Resources

Zone	Tonnes (000)	Gold (g/t)	Gold (000 of ounces)	Cu (%)	Copper (millions of lbs)	Silver (g/t)	Silver (000 of ounces)	Moly (ppm)	Moly (millions of lbs)
Mitchell	1,747,100	0.61	34,230	0.17	6,546	3.2	179,746	59	228.0
Sulphurets	199,300	0.63	4,037	0.26	1,142	0.7	4,485	59	25.9
Kerr	241,200	0.25	1,939	0.47	2,499	1.2	9,306	n/a	n/a
Iron Cap	361,700	0.44	5,117	0.21	1,674	5.4	62,796	47	37.5
Total	**2,549,300**	**0.55**	**45,323**	**0.21**	**11,861**	**3.1**	**256,333**	**57**	**291.4**

Inferred Resources

Zone	Tonnes (000)	Gold (g/t)	Gold (000 of ounces)	Cu (%)	Copper (millions of lbs)	Silver (g/t)	Silver (000 of ounces)	Moly (ppm)	Moly (millions of lbs)
Mitchell	551,000	0.43	7,617	0.14	1,700	3.1	54,917	47	57.1
Sulphurets	160,500	0.53	2,735	0.16	566	1.1	5,676	34	12.0
Kerr	91,500	0.23	677	0.30	605	0.7	2,059	n/a	n/a
Iron Cap	297,300	0.36	3,441	0.20	1,310	3.9	37,278	60	39.3
Total	**1,100,300**	**0.41**	**14,470**	**0.17**	**4,181**	**2.8**	**99,930**	**49**	**108.4**

Note: The resource estimate has been prepared in accordance with NI 43-101. See "Cautionary Note to United States Investors Regarding Resource Estimates" in the Preliminary Notes. The resource estimate is inclusive of the reserve estimate below.

Mineral resources which are not mineral reserves do not have demonstrated economic viability.

Proposed Mining Operation

The 2011 Prefeasibility Study envisages an open-pit mining operation at 120,000 metric tonnes per day (tpd) of ore fed to a flotation mill which would produce a combined gold/copper/silver concentrate for transport by truck to the nearby deep-water sea port at Stewart, B.C. and shipment to a Pacific Rim smelter. Extensive metallurgical testing confirms that KSM can produce a clean concentrate with an average copper grade of 25%, making it readily saleable. A separate molybdenum concentrate and gold-silver dore would be produced at the KSM processing facility

In the 2011 Prefeasibility Study, the project has been designed to accommodate a 50% expansion in the early years of operation, essentially removing anticipated bottle-necks in advance. Start-up capital costs have been increased accordingly.

Mine Planning

Lerchs-Grossman ("**LG**") pit shell optimizations were used to define the mine plans in the 2011 Prefeasibility Study. Because of the difficulty in predicting relevant metal prices over such a long project life, the ultimate LG pit limits were set at the point where an incremental increase in pit size did not significantly increase the pit resource (an incremental increase in the pit resource results in only marginal economic return). Waste to ore cut-offs were determined using metal prices of US$990 per ounce gold, US$2.91 per pound copper, US$15.40 per ounce silver and US$15.00 per pound molybdenum for net smelter return calculations. Net smelter return cut-offs for each pit are US$7.48 per tonne of ore for Mitchell and Iron Cap, US$7.82 for Sulphurets and US$7.58 for Kerr.

Rock Storage Facilities

The rock storage facilities ("**RSF**") for Kerr, Sulphurets, and Mitchell is confined to the lower Mitchell, Sulphurets, and McTagg areas. This increases the costs of waste haulage from the further mining zones, but reduces the amount of disturbed area, as well as the postmining reclamation and waste treatment requirements. Some rock from Mitchell pit will be backfilled into the Sulphurets pit, and Iron Cap rock will be backfilled to the mined-out Mitchell pit. The safe operation of high-relief dumps in mountain terrain has been successfully demonstrated at other operations in western Canada; these approaches are being considered in this planning work. Allowances have been made to address reclamation and post-closure requirements.

Operations

The mine production schedule, based on the detailed pit phases engineered from the results of an LG sensitivity analysis, varies production annually from the four areas to maximize the net present value ("**NPV**") returns for the project while meeting specified ore production targets. This work utilized MineSight® schedule optimization software. Because of the limited rock storage capacity, the production schedule has been balanced to account for lifeof mine waste storage limitations and long-term haulage requirements. Operating parameters including productivities, detailed truck cycle times, and hourly operating costs for large-scale shovels, trucks, and mobile equipment are utilized in the mine planning schedules, which are then used for the operating cost estimates.

The proposed mining operations are typical of open-pit operations in mountainous terrain in western Canada and would employ typical open-pit mining methods and equipment. There is considerable operating and technical expertise, services and support in western Canada, and in the local area for the proposed operations. A large capacity operation is being designed and large scale equipment is specified for the major operating areas in the mine to generate high productivities per worker, which is estimated to reduce unit mining costs and allow the lowest mining cost to be achieved. Large scale equipment reduces the labour requirement on site and dilutes the fixed overhead costs for the mine operations. The model indicates that much of the general overhead for the mine operations would be minimized if the number of production fleets and the labour requirements are minimized.

Metallurgical Testing

Several wide-ranging metallurgical test programs were carried out between 2007 and early 2011 to assess the metallurgical response of mineralization at the KSM Project, especially the samples from the Mitchell deposit. Laboratory testing programs have led to the development of a proposed conventional grinding and flotation circuit to produce a copper/gold concentrate and a molybdenum concentrate. A separate gold/silver extraction circuit will recover gold and silver from gold-bearing pyrite products.

Mineral Processing

The proposed flotation process is projected to produce a copper-gold concentrate at 25% copper. This concentrate should recover between 79% and 86% of the copper and 46% and 60% of the gold from the mill feed, except in the last two years of operation. Copper and gold flotation recovery will vary with changes in head grade and mineralogy. The life of mine average copper and gold recoveries to the concentrate would be 81.7% and 53.3%, respectively. As projected from the testwork, the cyanidation circuit (carbon-in-leach) will increase the overall gold recovery to a range of 65% to 78%, averaging 73.8% on mine life, depending upon gold and copper head grades. Silver recovery from the flotation and leaching circuit is expected to average 65%. A separate flotation circuit will recover molybdenite from copper-gold-molybdenum bulk concentrate when high-grade molybdenite mineralization is processed.

The process plant will consist of three separate facilities: an ore crushing/grinding and handling facility at the mine site, a Mitchell-Teigen ore slurry tunnel transportation system, and a main process facility at the Teigen area site, adjacent to the tailings management facility ("**TMF**"). Processing at the Teigen area plant site will include secondary grinding, flotation, regrinding, leaching, and dewatering.

The comminution plant at the Mitchell valley mine site will reduce the mill feed from 80% passing 1,200 mm to 80% passing 180 µm by three stages of crushing and one stage of grinding. The crushing will include primary crushing by gyratory crushers, secondary crushing by cone crushers, and tertiary crushing by high pressure grinding rolls ("**HPGR**"). The primary grinding circuit, consisting of four conventional ball mills, will grind the crushed materials to a particle size of 80% passing 180 µm.

The ground mill feed will be transported through one of the 23 kilometer Mitchell-Teigen twin tunnels by two stages of pumping to the Teigen plant site, located near the TMF northeast of the KSM mine. This tunnel will also be used for electrical power transmission, diesel fuel delivery by pipeline, and return of reclaim process water from the Teigen plant site to the primary grinding plant at Mitchell. The adjacent tunnel will be used for the transport of personnel and supplies for the mines operating and water management activities. The proposed tunnel route is through Crown land and approximately 15 kilometers of its length passes through ground subject to mineral claims held by third parties.

The plant site will consist of secondary grinding, flotation, concentrate dewatering, cyanide leaching, gold recovery, and tailings management facilities. The ore solids from the primary comminution circuit will be ground to a product size of 80% passing 125 µm. The grinding circuits will consist of eight energy efficient tower mills in closed circuit with hydrocyclones. The ground ore will then have copper/gold/molybdenum minerals concentrated by conventional flotation to produce a copper-gold-molybdenum concentrate and a gold-bearing pyrite concentrate for gold leaching. Depending on molybdenum content in the copper-gold-molybdenum concentrate, the concentrate may be further treated to produce a copper-gold concentrate and a molybdenum concentrate. The concentrates will be dewatered and shipped to copper and molybdenum smelters.

The gold-bearing pyrite flotation concentrate together with the cleaner flotation tailings from the copper-gold-molybdenum cleaner circuit will be leached with cyanide for additional gold and silver recovery. Prior to storage in the TMF, the pulps from the cyanide leaching circuit will be washed, and subjected to cyanide recovery and destruction.

The flotation tailings and the washed leach residues will be sent to the TMF for storage.

Tailings and Waste Management

The flotation tailings and the cyanide leach residues would flow by gravity from the process plant to the adjacent proposed TMF. The TMF will be constructed in two cells: North and South. The cells will be formed with three dams located within the Teigen-Treaty Creek cross-valley. The TMF will have a capacity of 2.3 Bt, which is greater than the 2.19 Bt required for a 52-year mine life.

The North Cell will be constructed first; it will store tailings for 30 years, and will then be reclaimed while the South Cell is in use. Two earth-fill starter dams will be constructed over a two-year period for the North Cell, to provide start-up tailings storage for two years. These dams will be progressively raised over their operating life. The dams will be constructed with low-permeability glacial till cores and compacted cyclone sand shells. Cyclone sand raises will be constructed April through October each year, starting with the North Cell. To reach the capacity of 2.3 Bt, an ultimate dam crest elevation of 1065 m will be required for the North Cell and 1069 m for the South Cell, which will require a dam height of up to 240 m.

Process water collected in the tailings cells will be reclaimed by a floating pump barge and recycled to the plant. Diversions will be constructed to route non-contact runoff from the surrounding valley slopes around the TMF. During operation of the North Cell, a tunnel will divert environmental maintenance flows from the east catchment around the TMF and into Teigen Creek. As operation switches to the South Cell, the East Catchment Tunnel will be used to route east catchment flood flows away from the South Cell.

Seepage and runoff water from each tailings dam will be collected at small downstream collection dams and pumped back to the TMF. The dams will also be used to settle solids transported by runoff from the dam and cyclone sand drain-down water. Seepage from the impoundment will be controlled with low permeability zones in the dam and foundation treatment. The area is moderately seismic and the dams are designed to resist earthquake loads.

Two diversion tunnel routes (each with twinned tunnels, for a total of four tunnels) willbe required to route glacial melt water and non-contact valley runoff around the mine area. The tunnels are sized to convey a 200-year storm. The second tunnel in eachset of tunnels will provide redundancy against blockage, and will allow switching base flows between adjacent tunnels if access for maintenance is required. Each Mitchell Diversion Tunnel ("**MDT**") will have a cross sectional area of 17.7 m² and a length of 5.6 km. The tunnels will route water from Mitchell Creek/Mitchell Glacier to the Sulphurets Valley, away from the open pit, ore preparation complex,open pit area, and Mitchell RSF. The Mitchell Diversion will generate hydroelectric power as Sulphurets Valley is lower than Mitchell Valley.

Each McTagg Diversion Tunnel (" **MTDT**") will have a cross sectional area of 13.4 m² and a length of 5.3 km. The two inlet branches of the tunnel route will collect flows from east and west McTagg valleys and feed into the main diversion tunnel route, around the west side of the McTagg RSF and discharges into Sulphurets Valley.The diverted flows will also generate hydroelectric power.

All contact water from the mine areas (open pits, RSFs, roads, infrastructure) will be directed to the Water Storage Facility (" **WSF**"), located in the lower Mitchell Creek area. The facility will beformed with a 156 m-high earth/rock fill dam. The facility is sized to store annual freshet flows and volumes resulting from a 200-year wet year. The dam is founded on competent sedimentary rock foundations. Seepage will be controlled with asphalt core zones in the dam and the dam foundation will be grouted. A seepage collection pond will return seepage water to the facility.

Contact water will be treated with a high density sludge lime Water Treatment Plant (" **WTP**"). Sludge from the WTP will be pumped to the primary grinding circuits and passed through the ore milling process to add necessary alkalinity to the process and be ultimately disposed of in the tailings pond. Additional hydropower will be generated from the flow of treatment water from the WSF to the WTP, which is located at a lower elevation in the Sulphurets Valley.

During the construction period, three temporary WTPs manage potential acid rock drainage from tunnel portals and from temporary stockpiles of tunnel muck near the portals. As well, across the entire KSM site, 16 automated flocculent treatment systems, located below earthworks and at the portals of the tunnels, will be constructed to treat suspended sediments during the construction period. These treatment systems will include engineered sediment ponds.

Environmental Considerations

The KSM Project requires certification under both the British Columbia *Environmental Assessment Act* and the *Canadian Environmental Assessment Act* ("**CEAA**") processes. In addition, numerous federal and provincial licences, permits and approvals will be required to use, construct and operate the project. In particular, the project will require an amendment to Schedule 2 of the federal Metal Mining Effluent Regulation in order to construct the TMF in an area occupied by fish.

The BC Environmental Assessment process was initiated in March of 2008 with the submission of a "Project Description" to the BC Environmental Assessment Office ("**BCEAO**"). Federal regulatory authorities were also informed of the proposed project at that time. The BCEAO confirmed in April of 2008 that the KSM Project will require an Environmental Assessment. On November 6, 2009, the BCEAO issued a Section 11 Order to establish the scope, procedures, and methods for the Environmental Assessment. The Canadian Environmental Assessment Agency ("**CEA Agency**") formally advised Seabridge on July 23, 2009, that the KSM Project will require an Environmental Assessment under the CEAA.

Three years of on-site baseline environmental work has been collected by Rescan Environmental Services Ltd. ("Rescan") for the period 2008-2010. Rescan is also leading the preparation of the Environmental Assessment and the submissions required to acquire operating permits. Seabridge and its team are involved with engagement meetings with local communities, regulatory agencies, regional and municipal governments, the Nisga'a Nation, and relevant First Nations identified by the BCEAO to advance the proposed project through the review processes.

Infrastructure

The plant and mine facility layouts are located to take advantage of the natural topography and, to the extent possible, minimize the impact on the environment.

The proposed permanent road access routes to the mine and plant site include a 35 km road south from the Eskay Creek Mine site and a 14 km road southwest from Highway 37, respectively. Highway 37 is a major road access to northern British Columbia. These roads will provide access for supplies, equipment and crew transport, and will be used for hauling concentrate to Highway 37.

The ground mill feed at Mitchell will be transported through one of the two parallel 23 km tunnels, by two stages of pumping to the main plant site, which is to be located on KSM's Seabee property northeast of the Mitchell pit. The tunnel would extend from the north side of the Mitchell Zone to the northeast into the upper reaches of the Teigen Creek valley, north of the TMF. There is a saddle point approximately 16 km from the Mitchell portal where the tunnel daylights. There would be a 17 km temporary construction access road constructed from the plant site to where the tunnels daylight.

A proposed winter access road that leads to the KSM mine will be constructed. The route will begin at the end of an existing all-season road near the abandoned Granduc Mine/Tide Lake airstrip, head north to the toe of the Frank Mackie Glacier, and then follow across the glacier into the Ted Morris Creek valley, which is a tributary of Sulphurets Creek. The winter access road will be used to mobilize equipment and supplies.

At the Mitchell pit, the primary crusher will feed a conveyor material handling system. Conveyors and stockpiles will be constructed to deliver feed for crushing in the secondary crusher building, high pressure grinding rolls building, and ball mills (located in the grinding building). Ore from the Kerr and Sulphurets pits will be crushed at the respective pits and be transported by means of a rope conveyor system starting at the Kerr pit. At a transfer point southwest of the Sulphurets pit, the material will be transported on an overland conveyor through the Sulphurets Mitchell conveyor tunnel and, finally, by rope conveyor to the Mitchell coarse ore stockpile. Ore from the Sulphurets pit will be trucked to the pit side crusher and then stockpiled adjacent to the transfer point and conveyed to the tunnel conveyor.

Copper concentrates (averaging approximately 820 t/d) produced at the process site will be filtered at the plant site and transported about 185 km by contract trucking firms on Highway 37 and 37A to a storage and concentrate loading facility site near Stewart, BC. Concentrates would be loaded and shipped via ocean transport to overseas smelters.

Power Supply and Distribution

The northern most extension of the current British Columbia Transmission Corporation (" **BCTC**") grid in the KSM Project area is a 220 kilometer long, 138 kV transmission line to Meziadin Junction from the Skeena substation near Terrace, British Columbia. The community of Stewart, British Columbia is provided service by a continuation of the transmission line from Meziadin. The existing 138 kV transmission line does not have adequate capacity to supply an extension to the KSM property. There is a currently approved new 335 kilometer long 287 kV "Northwest Transmission Line" ("**NTL**") from Skeena substation following in proximity to Highway 37 passing within 12 km of the KSM property as far north as Bob Quinn Lake. The KSM Project expects to take electrical service from the new NTL as a Transmission Service Customer under their bulk rate schedule 1823.

The extension to the KSM Project from the NTL will be via a 287 kV spur line that willbe constructed by Seabridge from the proposed Snowbank Creek switching station located near Highway 37 at a point approximately 8 km north of Bell II (that is near the proposed KSM Teigen access road terminus). This 12 km long spur line will generally follow the mine access road to the first KSM substation at the flotation plant near the TMF. Power to the facilities in this area will be distributed at 25 kVfrom the substation.

Service to the Mitchell mine and mill site will be provided from the first KSM substation via a 287 kV cable (24 km in length, including lead-in to the portals) through the slurry pipeline tunnel connecting the two operation sites. This supply will terminate atthe 287 to 25 kV step-down second substationin the proposed Mitchell plant area.There will be 25 kV cables feeding the mill building and 25 kV overhead power linesextending from the substation to the primary crusher area, conveyors systems,service complexes, hydro plants, and around the rim of the open pit mines to service pit equipment.

Reserves

Mineral Reserves for the KSM project are stated as follows:

KSM Proven and Probable Reserves

Zone	Reserve Category	Tonnes (millions)	Average Grades				Contained Metal			
			Gold (gpt)	Copper (%)	Silver (gpt)	Molybdenum (ppm)	Gold (million ounces)	Copper (million pounds)	Silver (million ounces)	Moly (million pounds)
Mitchell	Proven	617.9	0.64	0.17	3.06	60.2	12.6	2,279	61	82
	Probable	848.6	0.59	0.16	3.02	61.8	16.0	3,040	82	116
	Total	1,466.5	0.61	0.16	3.04	61.2	28.7	5,320	143	198
Iron Cap	Probable	334.1	0.42	0.20	5.46	48.4	4.5	1,490	59	36
Sulphurets	Probable	179.1	0.62	0.26	0.61	59.8	3.6	1,021	4	24
Kerr	Probable	212.7	0.25	0.46	1.28	Nil	1.7	2,155	9	Nil
Totals	Proven	617.9	0.64	0.17	3.06	60.2	12.6	2,279	61	82
	Probable	1,574.5	0.51	0.22	3.03	50.4	25.8	7,706	153	175
	Total	**2,192.4**	**0.55**	**0.21**	**3.04**	**53.2**	**38.5**	**9,985**	**214**	**257**

Estimated proven and probable reserves of 38.5 million ounces of gold (2.192 billion tonnes at an average grade of 0.55 grams of gold per tonne) are derived from estimated total measured and indicated resources of 45.3 million ounces of gold (2.549 billion tonnes at an average grade of 0.55 grams of gold per tonne) including allowances for mining losses and dilution.

Production

At 120,000 tonnes per day, annual throughput for the mill is estimated at 43.8 million tonnes. With 2.19 billion tonnes of proven and probable reserves, KSM's mine life is estimated at approximately 52 years. Production is scheduled to commence at the Mitchell deposit (years 1 to 50), to be augmented by Sulphurets (years 9 to 13), Kerr (years 14 to 36) and finally Iron Cap (years 38 to 52).

At Mitchell, there is a near-surface higher grade gold zone that would allow for gold production in the first seven years substantially above the mine life average. This higher grade gold zone significantly reduces the project's payback period to approximately 6.6 years for the Base Case or within 13% of mine life. Applying estimated metallurgical recovery factors (see "*Mineral Processing*" above), metal production for the first seven years compared to life of mine average production is estimated as follows:

Average Annual Metal Production

	Years 1-7 Average	Life of Mine Average
Average Grades:		
Gold (grams per tonne)	0.828	0.546
Copper (%)	0.214	0.207
Silver (grams per tonne)	3.32	3.04
Molybdenum (parts per million)	42.5	53.2
Annual Production:		
Gold (ounces)	854,000	546,000
Copper (pounds)	166 million	157 million
Silver (ounces)	2.9 million	2.7 million
Molybdenum (pounds)	1.1 million	1.7 million

Capital Costs

Start-up capital costs (including contingencies of US$576 million) are estimated at US$4.685 billion. Costs in this report have been converted using a fixed currency exchange rate based on the Bank of Canada three-year average of Cdn$1.00 to US$0.9285. Initial capital has been designated as all capital expenditures required to produce concentrate and doré. The expected accuracy range of the capital cost estimate is +25%/-10%. This estimate is prepared with a base date of the first quarter of 2011 and does not include any escalation past this date. Budget quotations were obtained for all major equipment. The vendors provided equipment prices, delivery lead times, freight costs to a designated marshalling yard, and spares allowances. The quotations used in this estimate were obtained in the first quarter of 2011, and are budgetary and non-binding.

The design also includes five on-site small energy recovery plants which would provide green power to the site and to the B.C. power grid.

Start-up Capital Costs

Description	**US$'000**
Overall Site	121,485
Open Pit Mining	257,518
Crushing, Stockpiles and Grinding	491,363
Tunneling	323,200
Mitchell Teigen Tunnel Transfer System	180,364
Plantsite Grinding and Flotation	327,330
Tailings Management Facility	116,468
Water Treatment	267,372
Environmental	15,887
Avalanche Control	78,855
Site Services and Utilities	81,583
Ancillary Buildings	82,943
Plant Mobile Equipment	11,393
Temporary Services	217,450
Permanent Electrical Power Supply	169,410
Mini Hydro Plants	47,642
Energy Recovery Plants	10,954
Permanent Access Roads	64,986
Temporary Winter Access Roads	15,763
Offsite Infrastructure and facilities	62,210
Sub-total	2,994,176
Project Indirects	1,070,615
Owner's Costs	94,428
Contingencies	575,753
Total	**4,684,972**

Operating Costs

The total operating costs are defined as the direct operating costs including mining, processing, tailings storage, water treatment, site services and general/administrative over the project's life (including waste mining and on-site power credits) and are estimated at US$13.29 per tonne milled (before base metal credits). The cost estimates in this section are based upon budget prices in first/second quarter of 2011 or based on the data from the database of the consulting firms involved in the cost estimates. When required, costs in this report have been converted using a three year average currency exchange rate of Cdn$1.00 to US$0.93. The expected accuracy range of the operating cost estimate is +25%, -10%.

Power will be supplied by BC Hydro at an average cost of US$0.042/kWh at the plant 25 kV bus bars. Process power consumption estimates are based on the Bond work index equation for specific grinding energy consumption and estimated equipment load power draws for the rest of the process equipment. The power cost for the mining section is included in the mining operating cost. Power costs for surface service is included in the site services.

The estimated electrical power costs are based on the 2010 tariffs escalated to 2011 rates and the implementation of BC Hydro-approved energy conservation measures in the plant design phase, which essentially eliminate the more costly Tier 2 power in the BC Hydro stepped-rate Schedule 1823.

A breakdown of estimated unit operating costs is as follows:

Unit Operating Costs

Cost Category	**US$s (Per Tonne Milled)**
Mining Costs	5.37
Milling Costs:	
Staff and Supplies	5.03
Power (Process only)	1.07
G&A	0.97
Site Services	0.26
Tailings	0.39
Water Treatment	0.36
On-Site Power Credit	(0.16)
Total	**13.29**

Economic Analysis

A Base Case economic evaluation was undertaken based on a pre-tax financial model and incorporating historical three-year trailing averages for metal prices as of April 15, 2011. An Alternate Case was also constructed using a more conservative copper price approximately 40% below market prices at the time of the 2011 Prefeasibility Study and gold and silver about 20% below market prices at the time of the 2011 Prefeasibility Study. Finally, a Spot Price Case was prepared using April 15, 2011 spot metal prices and currency exchange rates. The pre-tax economic results in U.S. dollars for all three cases are as follows:

Projected Economic Results

	Base Case	**Alternate Case**	**Spot Price Case**
Metal Prices:			
Gold ($/ounce)	1,069.18	1,200	1,476.70
Copper ($/pound)	3.04	2.60	4.27
Silver ($/ounce)	18.12	36.00	42.57
Molybdenum ($/pound)	17.35	17.35	17.00
Exchange Rate (US:Cdn)	0.9285	0.9285	1.0416
Net Cash Flow	$16.235 billion	$18.766 billion	$35.683 billion
Net Present Value @ 5% Discount Rate	$2.574 billion	$3.253 billion	$7.817 billion
Internal Rate of Return (%)	9.2	10.2	14.9
Payback Period (years)	6.6	5.9	4.8
Operating Costs Per Ounce of Gold Produced (life of mine)*	231	272	-79
Total Costs Per Ounce of Gold Produced (includes all capital)*	498	539	220

Note:* -Operating and total costs per ounce of gold are after base metal credits. Total costs per ounce include all start-up capital, sustaining capital and reclamation/closure costs.

Sensitivities were run and it was determined that the project NPV and Internal Rate Of Return are most sensitive to gold price and exchange rate followed by operating costs.

Opportunities and Recommendations

Based on the work carried out in the 2011 Prefeasibility Study and the resultant economic evaluation, this study should be followed by a Feasibility Study in order to further assess the economic viability of the Project.

Several areas to investigate for project improvements were outlined in the 2011 Prefeasibility Study. These included additional drilling to increase resources or the confidence in resources, mine optimization studies focussed on the height of the Mitchell pit wall, the potential for block cave mining at Mitchell and Iron Cap, investigations into pit slopes, water management, geotechnical hazards, increased throughput and infrastructure related studies and additional metallurgical testing. Specifics of certain of these areas for investigation include those details below.

Relocating the Grinding Circuits

Although geohazard risks can be mitigated by design and construction procedures, the footprint of the fine crushing, stockpiling and grinding building makes a very expensive installation at the Mitchell site. Eliminating the fine crushing and grinding facilities at Mitchell would require an ore conveying installation through the Mitchel-Teigen twin tunnels and the relocation of the fine crushing and grinding equipment to the Teigen plant site.

Underground Mining Potential

It is recommended to further investigate the underground potential of the KSM Project. The Mitchell deposit is geometrically suitable for block cavemining and geotechnical information indicates that the quality of the rock has good caving potential. Iron Cap also shows good potential as anunderground caving operation. A block caving evaluation at Mitchell and IronCap is planned, including the drilling of 5-6 deep geotechnical holes forfurther rock fracture density determinations and hydrofracture pressure testing. When the underground potential of the property has been determined, the results need to be evaluated in conjunction with the Mitchell, Sulphurets, and Kerr pit reserves and consolidated waste management, water management, production schedules, and cash flow models.

Subsequent Information

After completion of the 2011 Prefeasibility Study the Issuer undertook further exploration and development work at the KSM Project, which work included approximately 21,000 meters of drilling and additional design work together with advancing the environmental assessment process. In December, 2011 the Issuer announced KSM Project design improvements that will be incorporated into a new prefeasibility study it is undertaking. These design improvements are:

- a combined open pit and underground panel cave mining scenario for the Mitchell pit which will substantially reduce the project's strip ratio and waste rock storage resulting in less environmental impact; and
- a potential change in road access routes to the Teigen site to reflect feedback from the Nis ga'a Nation and other First Nations.

The Issuer has been evaluating these and other design changes that will be reflected in the updated preliminary feasibility study that is presently underway. The anticipated changes in the next study also include the following:

- relocation of the fine crushing and grinding facilities from the Mitchell plant site to the Teigen site and, therefore, conveying ore through the Mitchell Teigen tunnels instead of slurry;
- changing the crushing and grinding circuit from high pressure grinding rolls to semi-autogenous-ball mill-pebble crushing mills; and
- including within the TMF a lined tailings area for the carbon-in-leach sulphide leached tailings.

On February 8, 2012 the Issuer announced, after its successful drilling program in 2011, an updated resource estimate for the KSM Project that increased estimated measured and indicated gold resources by 3.7 million ounces and added another 0.5 million ounces in the inferred category. This estimate was prepared in accordance with NI 43-101 and United States investors should see the "Cautionary Note to United States Investors Regarding Resource Estimates" in the Preliminary Notes to this Annual Information Form. This resource estimate was prepared by Resource Modeling Inc. ("**RMI**") of Stites, Idaho under the supervision of Michael Lechner, who is independent of Seabridge and a Qualified Person as defined by National Instrument 43-101. The updated resource estimate for the Issuer's 100% owned KSM Project at a 0.50 g/t gold equivalent cutoff grade, effective as of February 6, 2012, is as follows:

KSM Mineral Resources at 0.50 g/t Gold Equivalent Cutoff-Grade

Measured Resources

Zone	Tonnes (000)	Gold (g/t)	Gold (000 of ounces)	Cu (%)	Copper (millions of lbs)	Silver (g/t)	Silver (000 of ounces)	Moly (ppm)	Moly (millions of lbs)
Mitchell	724,000	0.65	15,130	0.18	2,872	3.2	74,487	56	89.4
Total	**724,000**	**0.65**	**15,130**	**0.18**	**2,872**	**3.2**	**74,487**	**56**	**89.4**

Indicated Resources

Zone	Tonnes (000)	Gold (g/t)	Gold (000 of ounces)	Cu (%)	Copper (millions of lbs)	Silver (g/t)	Silver (000 of ounces)	Moly (ppm)	Moly (millions of lbs)
Mitchell	1,052,900	0.58	19,634	0.16	3,713	3.1	104,940	59	136.9
Sulphurets	370,900	0.59	7,036	0.21	1,717	0.8	9,540	49	40.1
Kerr	270,400	0.24	2,086	0.46	2,741	1.1	9,563	n/a	n/a
Iron Cap	361,700	0.44	5,117	0.21	1,674	5.4	62,796	47	37.5
Total	**2,055,900**	**0.51**	**33,873**	**0.22**	**9,845**	**2.8**	**186,838**	**54**	**214.5**

Measured Plus Indicated Resources

Zone	Tonnes (000)	Gold (g/t)	Gold (000 of ounces)	Cu (%)	Copper (millions of lbs)	Silver (g/t)	Silver (000 of ounces)	Moly (ppm)	Moly (millions of lbs)
Mitchell	1,776,900	0.61	34,764	0.17	6,585	3.1	179,426	58	226.3
Sulphurets	370,900	0.59	7,036	0.21	1,717	0.8	9,540	49	40.1
Kerr	270,400	0.24	2,086	0.46	2,741	1.1	9,563	n/a	n/a
Iron Cap	361,700	0.44	5,117	0.21	1,674	5.4	62,796	47	37.5
Total	**2,779,900**	**0.55**	**49,003**	**0.21**	**12,717**	**2.9**	**261,325**	**55**	**303.8**

Inferred Resources

Zone	Tonnes (000)	Gold (g/t)	Gold (000 of ounces)	Cu (%)	Copper (millions of lbs)	Silver (g/t)	Silver (000 of ounces)	Moly (ppm)	Moly (millions of lbs)
Mitchell	567,800	0.44	8,032	0.14	1,752	3.4	62,068	51	63.8
Sulphurets	177,100	0.50	2,847	0.15	585	1.2	6,833	30	11.7
Kerr	85,000	0.24	656	0.28	525	0.9	2,460	n/a	n/a
Iron Cap	297,300	0.36	3,441	0.20	1,310	3.9	37,278	60	39.3
Total	**1,127,200**	**0.41**	**14,976**	**0.17**	**4,172**	**3.0**	**108,638**	**50**	**114.8**

Note: The resource estimate has been prepared in accordance with NI 43-101. See "Cautionary Note to United States Investors Regarding Resource Estimates" in the Preliminary Notes. The resource estimate is inclusive of the reserves.

RMI's updated resource model incorporates 2011 drill results from the Sulphurets, Kerr and Mitchell deposits. Gold and copper grades were estimated using inverse distance weighting methods within geologically constrained gold and copper grade domains constructed for the Mitchell, Sulphurets, Kerr and Iron Cap zones. The grade models were validated visually and by comparisons with nearest neighbor models. The estimated block grades were classified into measured, indicated and inferred mineral resource categories based on mineralized continuity that was determined both visually and statistically (i.e. variogram ranges and gold equivalent indicator probability models) together with proximity to drilling data. To facilitate comparisons with previous resource estimates, recoverable gold equivalent grades were calculated using the same $650 gold price with a 70% gold recovery rate and a $2.00 copper price with an 85% copper recovery rate. The cutoff grade for resource tabulation was set at 0.50 grams per tonne (g/t) gold equivalent, also consistent with the cutoff grade used for previous KSM resource estimates. The drill hole database that was used to estimate mineral resources for the KSM project now incorporates 508 diamond core holes totalling approximately 144,375 meters.

Courageous Lake Project

Summary

The Courageous Lake project is an advanced gold project covering approximately 81,700 acres located in the Northwest Territories, Canada. Seabridge has a 100% interest in the project, subject to a 2% NSR on certain portions of the property. Geology of the Courageous Lake project is characterized by a series of north to northwest trending Archean metavolcanic and metasedimentary rocks that form a portion of the Slave Structural Province. These rocks are within the Yellowknife Supergroup and are locally referred to as the Courageous Lake Greenstone Belt.

Gold was first discovered in the Courageous Lake area in the early 1940's. The Tundra deposit was discovered in 1944 and the Salmita deposit in 1947; neither are part of the Courageous Lake property. Beginning in 1980, Noranda Exploration Ltd. initiated exploration in the Courageous Lake Volcanic Belt. Noranda's work resulted in the discovery of two gold deposits: the Tundra deposit (Main Zone) or Fat Zone, and the Carbonate Zone, which together form the Courageous Lake property. In late 1988, Noranda made the decision to sink a vertical shaft to provide access for conducting an underground definition drilling program and to be able to test gold grade continuity.

Little additional work was performed on the property until Placer Dome optioned the property in 1997. Placer performed regional lithogeochemical sampling/prospecting and detailed mapping and channel sampling on the Courageous Lake property. Placer also conducted a core drilling/sampling program in order to verify Noranda's previous work and to provide infill sample data.

Over the period of exploration at Courageous Lake, several resource estimates have been prepared. Prior to the Issuer's acquisition of the project, detailed resource estimates were prepared by Noranda in 1990 at the conclusion of its underground exploration program and by Placer Dome in 1999 at the conclusion of its exploration program.

In 2002, the Issuer engaged RMI (then of Tucson, Arizona) to review the resource model prepared in 1999 by Placer Dome and to independently estimate gold resources based on a geostatistical review of the available data. During 2004, the Issuer conducted additional exploration activities at Courageous Lake, including approximately 7,500 meters of new core drilling. Following these activities, the Issuer commissioned RMI to update the model and estimate new gold resources. During 2005 and 2006 the Issuer conducted additional exploration activities at Courageous Lake including approximately 15,700 meters of core drilling. In January 2007, RMI completed a new resource estimate for the project.

In late 2002, Seabridge engaged a group of independent consultants to undertake a scoping study for Courageous Lake. During 2003, preliminary reports were completed on key mining and metallurgical issues relating to the project. In September 2005, a Preliminary Assessment was completed. In 2007, the Issuer commissioned a group of independent consultants to update the Preliminary Assessment by incorporating the 2007 resource estimate for the project and updating all capital and operating cost estimates. An updated Preliminary Assessment was completed in March 2008.

Seabridge focused on its KSM Project in 2008 and 2009 but in 2010 resumed work at Courageous Lake, completing 49 diamond core drill holes totalling about 22,000 meters. In February 2011, RMI completed a new resource estimate incorporating the 2010 drilling. In its updated report dated March 15, 2011, RMI calculated a measured resource at a 0.83 gram per tonne cut-off grade of 12.584 million tonnes grading 2.52 grams of gold per tonne (1,020,000 ounces of gold) and an indicated resource of 77.582 million tonnes grading 2.31 (5,762,000 ounces) for a total measured and indicated gold resource of 6,782,000 ounces. In the inferred category, RMI estimates the project contains an additional 63.053 million tonnes of material grading 2.24 grams of gold per tonne (4,541,000 ounces).

The Issuer engaged a group of independent consultants to undertake a Preliminary Economic Assessment for the Courageous Lake Project to update the earlier studies and incorporate the 2011 resource estimate. The details of the 2011 Preliminary Economic Assessment are presented below and the Issuer has now engaged its independent consultants with the goal of preparing the first Preliminary Feasibility Study for the Courageous Lake Project.

The Issuer estimates its annual holding costs of the Courageous Lake Project to be approximately $240,000.

Acquisition Agreement

In May 2002, the Issuer entered into a purchase agreement with Newmont Canada Limited and Total Resources Canada Limited on the Courageous Lake project comprised of 17 mining leases covering 18,178 acres. The purchase by Seabridge closed on July 31, 2002. Under the purchase agreement, Seabridge paid Newmont/Total US$2.5 million in cash and granted them a 2.0% NSR and agreed that it would be liable to make two (2) further payments of US$1.5 million, each subject to the price of gold passing certain thresholds, for a 100% interest in the property. A further US$1.5 million was paid to Newmont/Total in March 2003 as a result of the spot price of gold closing above US$360 per ounce for 10 consecutive days. The final US$1.5 million was paid to Newmont/Total in February 2004 as a result of the spot price of gold closing above US$400 per ounce for 10 consecutive days. Upon acquiring the Courageous Lake project, Seabridge assigned its right thereto to its wholly owned subsidiary, 5073 N.W.T. Ltd. The obligations of 5073 N.W.T. Ltd. under the agreement, including the payment of the royalty, is secured by a debenture under which the vendors have been granted a security interest in the Courageous Lake property. Subsequent to this acquisition, Seabridge staked contiguous open ground totalling an additional 49,133 acres in 42 mining claims of which a portion is subject to the terms of the purchase agreement, including the 2% royalty. In 2004, an additional property was optioned in the area ("**Red 25**"). Under the terms of the agreement, the Issuer paid $50,000 on closing and is required to make option payments of $50,000 on each of the first two anniversary dates and subsequently $100,000 per year. In addition, the Red 25 property may be purchased at any time for $1,250,000 with any option payments being credited against the purchase price.

Technical Report

Following the Issuer's 2010 exploration program at Courageous Lake, RMI and Wardrop prepared an updated mineral resource estimate for the Issuer's Courageous Lake Project which was then used to prepare an update of the Issuer's previous preliminary economic assessment of the Project. This new report, prepared by Wardrop and incorporating the work of a number of industry-leading consulting firms, is entitled "Courageous Lake Updated Preliminary Economic Assessment 2011" (the "**2011 Courageous Lake PEA**") and is dated July 15, 2011. These firms and their Qualified Persons (as defined under National Instrument 43-101) are independent of Seabridge. The consultants and their Qualified Persons are listed below with their responsibilities:

- Wardrop, under the direction of Dr. John Huang (overall report preparation, metallurgical testing review, mineral processing, infrastructures (excluding power supply and airstrip), operating costs (excluding mining operating costs), capital cost estimate and project development plan) and Tysen Hantelmann (financial evaluation)

- Moose Mountain Technical Services under the direction of Jim Gray (mining, mine capital and mine operating costs)
- W.N. Brazier Associates Inc. under the direction of W.N. Brazier (power generation)
- Rescan Environmental Services Ltd. under the direction of Pierre Pelletier (environmental matters)
- Golder Associates Ltd. under the direction of Cameron Clayton (open pit stability)
- EBA, a Tetra Tech Company, under the direction of Nigel Goldup (tailings, surface water management and waste rock storage facilities, and surficial geology), Kevin Jones (airstrip upgrade), and Dr. Adrian Chantler (Matthews Creek hydrological survey)
- Resource Modeling Inc. under the direction of Michael Lechner (mineral resources)

The quality of the information, conclusions and estimates contained in the 2011 Courageous Lake PEA are based on industry standards for engineering and evaluation of a mineral project and is consistent with the intended level of accuracy. The study is preliminary in nature and includes inferred mineral resources that are considered too speculative geologically to have economic considerations applied to them that would enable them to be categorized as mineral reserves, and there is no certainty that this preliminary economic assessment will be realized. The following material (up to the heading “Subsequent Information”) on the Courageous Lake Project summarizes information from the 2011 Courageous Lake PEA.

Location and Climate

The project is located approximately 240 kilometers northeast of Yellowknife in the Northwest Territories (see Figure 3). The property lies in a historic mining district and includes 2 past producing gold mines. Year round access is available by air, either by helicopter or fixed wing aircraft to the airstrip at the former Salmita mine 6 kilometers to the south or via float-equipped aircraft to several adjacent lakes. During mid-winter, access is available via a winter road which branches from the main Tibbitt to Contwoyto winter road. There are about 10 kilometers of gravel roads located on the property which served as access routes to and from the former shaft used to conduct exploration.

The property is relatively flat, with the maximum change in elevation only about 30 meters. Vegetation is tundra with low scrub brush in places. The altitude of the project is about 450 meters, and the average temperatures range from about -31 to 18 degrees C. Average precipitation is about 160 mm per year.

Land Status

The property is comprised of 59 federal mining leases and 11 federal mining claims having a combined area of 33,051.56 hectares (see Figure 4). The property is currently registered/recorded to a wholly owned subsidiary of Seabridge Gold Inc., 5073 NWT Ltd.

Exploration History

Gold was first discovered in the CourageousLake area in the early 1940’s by Dr. W. Brown, who was working for Territorial Exploration Limited. The Tundra deposit was discovered in 1944 and the Salmita deposit in 1947. The Geological Society of Canada carried out regional geological mapping in the area from 1944 to 1980. The Tundra Gold Mine went into production in 1964 and operated about four years. During the 1990’s, Royal Oak Mines briefly reopened the Tundra Mine. Total reported production from the Tundra Mine was 122,000 ounces of gold. During 1984 to 1989, the nearby Salmita Mine produced 209,000 tonnes averaging 27.2 grams per metric tonne (183,000 ounces).

In 1980, Noranda Exploration Limited carried out a drilling program to evaluate a frost heaved felsic volcanic unit that was discovered by prospectors working for Noranda. This activity resulted in the discovery of two gold deposits, the Tundra Deposit (Main Zone) or FAT Deposit, and the Carbonate Zone. In 1982, Noranda entered into a joint venture agreement enabling Getty Canadian Metals Ltd. to earn a 49% interest in the Courageous Lake property by funding exploration and development with Noranda as the operator. In 1987, Total Energold purchased Getty Canadian Metals Ltd. and thereby acquired its 49% interest in the Tundra Joint Venture.

In 1988, Noranda sank a 475-meter shaft on the Main Tundra Deposit with the objective of testing the continuity and grade of gold mineralization within the previously identified deposit. The results of this program did not meet Noranda's expectations, and no further work was done on the underground development. Noranda estimated a global gold resource of about 3.6 million ounces and an underground resource of about 737,000 ounces. In 1992, Noranda consolidated its Hemlo Gold unit with Battle Mountain Gold and began operating the Tundra Joint Venture as Battle Mountain Gold.

In 1996, Battle Mountain Gold merged with Newmont Gold Corporation thereby transferring 51% ownership of the Tundra Joint Venture to Newmont. In 1997, Placer Dome Exploration (PDX) optioned this 51% interest from Newmont with the concept of developing a bulk mineable surface deposit. PDX completed 13,345 meters of drilling and other basic exploration work. Based on their work along with the previous data collected by Noranda, PDX estimated a global resource for the Courageous Lake property of 5.9 million ounces of gold.

Exploration by the Issuer

During 2003, the Issuer designed and executed a work program on the Courageous Lake property with the goal of evaluating and prioritizing potential gold targets. Four targets were developed: South FAT Extension; Olsen Lake Target; Walsh Lake Target; and Salmita Mine Target. These targets were selected as those that represented the highest probability to develop new resources for the project.

In 2004, drill testing of selected priority targets was undertaken by the Issuer. The program was conceived in 2 stages: initial testing for strataform gold concentrations similar to the FAT deposit; and sectional drilling for potential resource additions. The initial program was intended to test 3 target areas: Olsen Lake; Walsh Lake; and the South FAT Extension. Ground conditions precluded a test of the Walsh Lake target, but the other targets were tested. Results from the initial stage of the program led Seabridge to initiate sectional drilling on the South FAT Extension. The South FAT Extension was a projection of the previous resource model into an area where little work had been completed. Surface and initial drilling results indicated that 300 meters of strike could be added to the FAT deposit with the completion of sectional drilling. The second stage of the 2004 program completed the sectional drilling on 50-meter section lines across these 300 meters of strike.

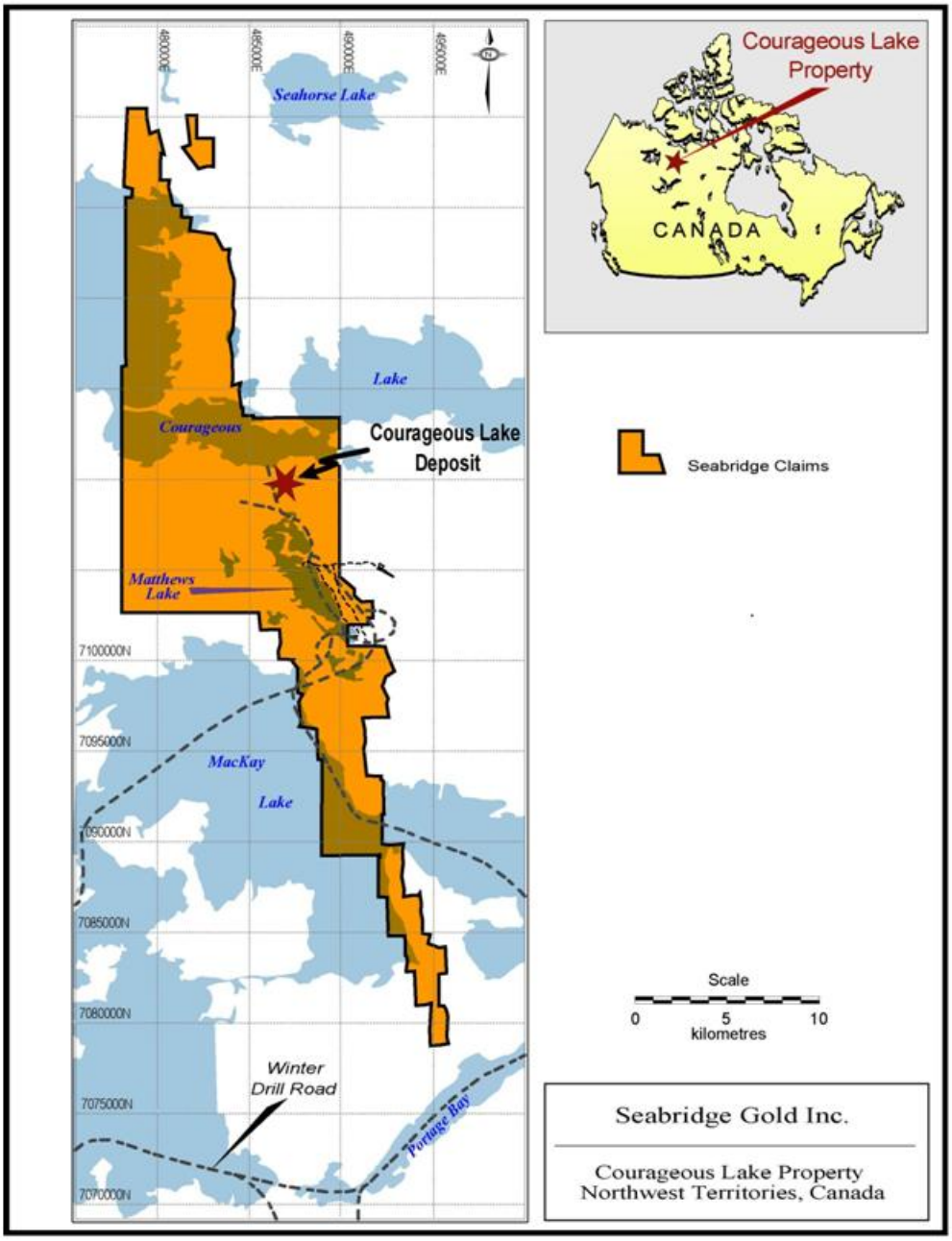
During 2005 and 2006, the Issuer completed an additional 15,400 meters of core drilling at Courageous Lake, designed to identify new gold resources to the west of the main mineralized deposits and to the north.The core collected from these drill holes was systematically logged, sawn, and shipped to ACME Labs in Yellowknife, NWT and Vancouver B.C. for sample preparation and fire assay.

In 2010, Seabridge drilled 49 diamond core holes and 10 shallow core holes (for geotechnical purposes) totalling about 22,400 meters. The core collected from these drillholes was logged, sawn, shipped to ACME Labs in Yellowknife, NWT (sample preparation), and then sent to ACME Labs in Vancouver, BC for analysis.

Figure 3 - Courageous Lake Project Location Map



Figure 4 - Courageous Lake Project Claim Map



Geology

Regional Geology

The Courageous-Mackay Lake Belt is characterized by a series of north to northwest trending Archean metavolcanic and metasedimentary rocks that form a portion of the Slave Structural Province. These rocks are within the Yellowknife Supergroup and are locally referred to as the Courageous Lake Greenstone Belt ("**CLGB**"). The CLGB is approximately 70 kilometers long, with a maximum east-west width of 3-7 kilometers. Regional mapping demonstrates that the rock sequences are not overturned and stratigraphic tops are to the east. The CLGB is bounded to the west by a sodic granite pluton referred to as the Courageous Lake Batholith, and to the east by conformably overlying turbidite metasedimentary rocks. Dynamothermal regional metamorphismwithin the CLGB has created mineral assemblages indicative of mid-greenschist facies metamorphic grade. Lower-amphibolite facies metamorphic grade have been identified at the north and south limits of the CLGB. Four discrete deformational events are recorded in these rocks.

The CLGB has been described as consisting of two mafic to felsic cycles of volcanism. The basal cycle comprises mainly mafic to intermediate flow and pyroclastic rocks, which have been largely assimilated by the Courageous Lake Batholith to the west. The basal cycle of basalt and andesite is capped by a narrowband of rhyolite flow and tuff, which locally reaches a thickness of 60 m.The second cycle contains mafic to felsic flow and pyroclastic rocks. The felsic rocksare much more extensive in cycle 2, attaining a thickness of 1800 m near Matthews Lake, and a lateral extent of 25 to 30 km. They are composed of massive to porphyritic flow, tuff and coarse pyroclastic units. Felsic volcanic rocks of cycle 2 are conformably overlain by the Yellowknife Group sedimentary rocks. The upper part of cycle 2 interfingers with the overlying sedimentary rocks and is host to nearly all known gold occurrences in the belt.

An alternative interpretation of the volcanic stratigraphy is proposed based on work conducted by Seabridge. This interpretation calls for a single evolving volcanic succession rather than two distinct cycles. This modification is based on the observations that the “second cycle” is preserved only in the central part of the greenstone belt, and is intimately associated with dome-like rhyolite intrusions. On the margins of the CLGB, only a single cycle of mafic to felsic eruptive rocks arepresent. Seabridge has developed an alternate interpretation in which the original basin was filled with basaltic and andesitic lavas. As the basin evolved, rhyolitic volcanic rocks began to be deposited with the mafic rocks. There are indications of bimodal volcanism throughout the volcanic succession. In the central part of the basin, the volume of rhyolitic volcanic rocks swamp out the contribution of mafic volcanic rocks, leading to a thick sequence of “cycle 2” volcanic rocks. Only locally in the central part of the basin are mafic rocks preserved once the rhyolitic volcanism began. As the rhyolitic volcanism waned up-section, sedimentation became more common until it completely overtook volcanism, giving way to the turbidite sequence.

Property Geology

The Courageous Lake property consists of a sequence of northerly trending, steeply dipping metasedimentary and metavolcanic rocks, with tops to the east. All of the currently recognized gold occurrences on the property are within or near the top of the felsic cycle of volcanism of the CLGB. The thickest part of this felsic volcanic cycle is located between north shore of Matthews Lake and the south shore of Courageous Lake. The FAT deposit comprises the better part of this sequence. It is made up of at least 13 discrete, steep east-dipping, elongate lenticular zones that vary in thickness from 20 to 125 meters wide. The continuity of these 13 zones has been demonstrated to be at least 1900 meters long (between UTM 7,108,700N and 7,110,600N), 800 meters wide (between UTM 486,000E and 486,800E) and, although open at depth, at least 1200 meters deep.

The mineral domains or zones of the FAT deposit are defined by a discrete suite of hydrothermal alteration assemblages. The lateral continuity and stratigraphic thickness of the hydrothermal system indicates that the FAT deposit is robust in volume and durations. The predominant hydrothermal alteration minerals in the FATdeposit are illite group sheet silicates, referred to as “sericite”. Silicic alteration of varying intensity is ubiquitous throughout the defined mineralized zones and is represented by silica flooding of groundmass material in volcanic rock. Generally the most intense zones of silica alteration are not indicative of higher gold concentrations. Carbonate alteration is also quite ubiquitous and occurs as calcite, ankerite, and siderite.

Sulfide mineralogy in the FAT deposit is relatively simple and consists of pyrite, pyrrhotite, arsenopyrite, sphalerite, and chalcopyrite in decreasing order of abundance. While all of these minerals can be found in the mineralized zones, on lyarsenopyrite has a consistent correlative relationship to gold concentrations. Arsenopyrite occurs in three distinct habits: acicular disseminated crystals, anhedral disseminated clots, and euhedral crystals in fractures. The acicular variety tends to have the clearest association with higher-grade gold mineralization.

Mineral Resources

Over the period of previous exploration at Courageous Lake, several resource estimates have been prepared. The most detailed historic estimates were conducted by Noranda in 1990 at the conclusion of its underground exploration program, by Placer Dome in 1999 at the conclusion of its exploration program and by RMI in July 2002, December 2004 and January 2007.

In January 2011, RMI completed a new resource model incorporating the results from the Issuer's 2010 exploration program. This estimate was prepared in accordance with NI 43-101 and United States investors should see the "Cautionary Note to United States Investors Regarding Resource Estimates" in the Preliminary Notes to this Annual Information Form. The resource estimate presented resource estimates at various cut-off grades. In September 2005, a Preliminary Assessment was completed for the project which indicated that a 0.83 gram per tonne cut-off grade was appropriate for the deposit. (This was determined at the time using a total processing and administration cost of $12.80 per tonne processed, arecovery rate of 90% and a gold price of US$400 per ounce.) Using its own estimation parameters and a cut-off grade of 0.83 grams of gold per tonne, RMI calculated a measured resource of 12.584 million tonnes grading 2.52 grams of gold per tonne (1,020,000 ounces of gold) and an indicated resource of 77.582 million tonnes grading 2.31grams of gold per tonne (5,762,000 ounces) for a total measured and indicated gold resource of 6,782,000 ounces. In the inferred category, RMI estimated the project contains an additional 63.053 million tonnes of material grading 2.24 grams of gold per tonne (4,541,000 ounces). Mineral resources which are not mineral reserves do not have demonstrated economic viability.

The resource model constructed for the Courageous Lake deposit incorporates data from a total of 560 holes drilled by Seabridge, Noranda and Placer Dome totalling 131,338 meters. RMI determined that exploration data from Seabridge's 2004-2006 campaigns and data from historical programs were collected and analyzed by reputable drilling and analytical firms and were suitable to be used for estimating mineral resources. RMI was able to verify a significant proportion of Seabridge's 2010 drill hole assay database by comparing signed ACME assay certificates against the assay records stored in the drill hole database. RMI selected six 2010 drill holes totaling 1,628 assay records for verification, representing approximately 10% of the 2010 drilling, and only discovered two minor rounding errors. Based on previous and current database audits, it is RMI's opinion that Seabridge's electronic assay database is accurate and suitable for the estimation of Mineral Resources.

Similar to the 2007 estimate (also completed by RMI), block model gold grades for this latest Courageous Lake model were estimated using a series of nested inverse distance cubed interpolation runs within mineral zone wireframe boundaries. Additional constraints were implemented for the updated model using indicator probabilities and a more selective search strategy. The estimated block grades were classified into Measured, Indicated, and Inferred categories using a combination of distance to drilling data and the number of drillholes used to estimate block grades.The nearest neighbour model grade compares well with the mean grade of the inverse distance model for the key Measured and Indicated resources indicating that the estimate is globally unbiased. Several mineral zones show a slight high bias for Inferred material (i.e. zones 3, 6, and 8).

The following table provides global resource estimates from the new model at various gold cutoff grades:

Comparison of Courageous Lake Resources at Various Cutoff Grades

Cutoff Grade (g/T)	Measured			Indicated			Inferred		
	Tonnes (000)	Grade (g/T)	Ounces (000)	Tonnes (000)	Grade (g/T)	Ounces (000)	Tonnes (000)	Grade (g/t)	Ounces (000)
0.70	13,605	2.39	1,045	84,547	2.19	5,953	70,214	2.09	4,718
0.80	12,825	2.49	1,027	79,182	2.28	5,804	64,822	2.20	4,585
0.83	**12,584**	**2.52**	**1,020**	**77,582**	**2.31**	**5,762**	**63,053**	**2.24**	**4,541**
0.90	12,017	2.60	1,005	73,996	2.38	5,662	59,521	2.32	4,440
1.00	11,308	2.71	985	69,156	2.48	5,514	54,525	2.45	4,295

Note: The resource estimate has been prepared in accordance with NI 43-101. See "Cautionary Note to United States Investors Regarding Resource Estimates"in the Preliminary Notes.

The cutoff grade for resource tabulation was set at 0.83 grams per tonne, consistent with cut-off grade used for previous Courageous Lake resource estimates. The cutoff grade used in the 2011 Courageous Lake PEA was 0.67 grams per tonne, based on a gold price of $990.

Proposed Mining Operation

The independent consultants have concluded that an open-pit mining operation, with on-site processing, is the most suitable development scenario. At 17,500 tonnes per day, 365 operating days per year and a 92% plant availability, annual throughput for the mill is estimated at 6.4 million tonnes. With 101.1 million tonnes of in-pit mineralized material above cut-off, Courageous Lake's mine life is estimated at approximately 16 years. Overall gold recovery is estimated at 89.9% resulting in 6.05 million ounces of gold production over the project's life averaging 383,000 ounces per year.

Mine Planning

Lerchs-Grossman ("**LG**") pit shell optimizations were used to define the mine plans in the 2011 Courageous Lake PEA. Because of the difficulty in predicting relevant metal prices over such a long project life, the ultimate LG pit limits were set at the point where an incremental increase in pit size did not significantly increase the pit resource (an incremental increase in the pit resource resulted in only marginal economic return). Waste to mineralized material cut-offs were determined using a gold price of US$990 per ounce gold. Estimated in-pit diluted resources including mining dilution within the ultimate pit limit based on a Cdn$20.50 per tonne cut-off are as follows:

Courageous Lake In-Pit Diluted Resources

Resource Category	Tonnes (000's)	Diluted Grade (g/t)
Measured	12,000	2.26
Indicated	67,300	2.07
Inferred	21,800	1.97

Seabridge notes that the 2011 Courageous Lake PEA incorporates inferred mineral resources which are considered too geologically speculative to have the economic considerations applied to them that would enable them to be categorized as mineral reserves. Therefore, Seabridge advises that there can be no certainty that the estimates contained in the 2011 Courageous Lake PEA will be realized.

Mining operations, methods, and equipment will be typical of open-pit mining innorthern Canada. The Project will be a large-capacity operation that utilizes large scale equipment for the major operating areas in order to generate high productivities, and reduce unit and overall mining costs. The maximum size of the large mining equipment will be constrained by the maximum loads which can be delivered along the winter road.

The mine rock storage facility ("**RSF**") for Courageous Lake is situated east of the pitarea, and is constructed using a combination of bottom-up and top-down methods. Foundation preparation is completed, as required. The RSF construction enables flotation tailings to be placed inside the RSF and to be contained by surrounding mine rock. Allowances are made to address reclamation and post-closure requirements.

Metallurgy, Mineral Process and Plant

SGS-Lakefield Research Ltd. (Lakefield) conducted metallurgical testing programs in 2003-2004, in 2007 and in 2010-2011. Grindability test results indicated that the sample is moderately hard for grinding by ball mills but is very hard for milling by semi-autogenous grinding ("**SAG**") mills. The mineralization responded well to flotation concentration. Gold recovery by flotation was high, ranging from 85 to 95%. The pressure oxidation and cyanidation tests by Lakefield indicated a significant improvement in gold extraction when the flotation concentrate underwent a high degree of pressure oxidation. The testing programs by Lakefield showed that over 98% of the sulfide sulfurcan be oxidized with the standard conditions practiced in the pressure oxidization industry. The test work indicated that gold extraction improved substantially with increasing sulfur oxidation. The Lakefield test results showed that the gold extractions from the pressure oxidation ("**POX**") residues varied from 94 to 99%.

Based on the testing results it is estimated that the average annual metallurgical performances under the proposed mining plan are as follows:

Metallurgical Performance Projection

Year	Tonnage (kt)	Feed Grade (Au g/t)	Recovery (Au %)	Annual Gold Production	
				kg	oz
1	6,398	2.112	89.9	12,151	390,650
2	6,398	2.170	89.9	12,482	401,293
3	6,398	2.004	89.9	11,524	370,497
4	6,398	2.434	89.9	14,002	450,163
5	6,398	1.738	89.9	9,997	321,426
6	6,398	1.808	89.9	10,399	334,343
7	6,398	1.878	89.9	10,803	347,311
8	6,398	3.309	90.4	19,138	615,309
9	6,398	2.119	89.9	12,190	391,921
10	6,398	2.023	89.9	11,638	374,184
11	6,398	1.534	89.9	8,826	283,762
12	6,398	1.394	88.9	7,928	254,906
13	6,398	2.767	89.9	15,915	511,682
14	6,398	3.255	90.4	18,825	605,243
15	6,398	1.380	88.9	7,851	252,405
16	5,113	0.995	87.9	4,471	143,759
Total	**101,083**	**2.071**	**89.9**	**188,140**	**6,048,854**

The proposed process plant will process 17,500 tonnes per day of mineralization. The plant will be operated 365 days per year at an availability of 92%. The updated process includes HPGR/grinding comminution, conventional flotation, flotation concentrate POX, cyanidation, and gold recovery/refining circuits. The comminution will consist of primary crushing by gyratory crusher, secondary crushing by cone crusher, and tertiary crushing by HPGR followed by ball mill grinding. The conventional flotation will include rougher flotation, scavenger flotation and cleaner flotation on scavenger flotation concentrate. The rougher flotation concentrate together with the scavenger cleaner concentrate will be subjected to POX after being reground and acid pre-leached. A portion of the slurry and acid-bearing solution from the POX circuit will be recycled back to the POX pre-leaching. The slurry and the acid-bearing solution of the POX discharge will be separately neutralized. The POX residues or oxidized concentrate will be leached in a carbon-in-leach (CIL) circuit; the cleaner flotation tailings will be reground and cyanide leached with the POX residue.

Gold recovery will be completed by stripping the loaded carbon from the CIL circuit, followed by electrowinning to produce gold doré as a final product. The flotation tailings and the cyanide residues will be thickened and disposed of separately. The residual cyanide in the leach residue will be destroyed by a sulphur dioxide (SO2)/airoxidation procedure prior to disposal to the lined leach residue storage facility.

Infrastructure

Due to the remote location, the Courageous Lake Project requires its own power generation, a permanent camp, access by air and warehousing and storage at site. Site logistics include freight delivery over winter roads and air services for personnel and smaller freight components. The project's electrical running load of 31.5 MW can be supplied entirely by diesel generation which can be supplemented with capacity of wind power generation (estimated to average 10.4 MW of power demand over a yearly time period). Control systems are available for handling the variable output of the wind generation units. An airport with a 2,000 m runway, apron and hangar have been incorporated into the 2011 Courageous Lake PEA together with local minesite access roads.

Environmental Considerations

The formal environmental assessment of the Project will commence with preliminary screening of an application to the Mackenzie Valley Land and Water Board (MVLWB) for a Class A Water License, issued in terms of the *Mackenzie Valley Resource Management Act* (MVRMA 1998, c. 25). After preliminary screening, the Project will be referred to the Mackenzie Valley Environmental Impact Review Board (MVEIRB)— an independent body set up in terms of the MVRMA to conduct environmental assessments of projects in the NWT referred to it by the MVLWB — or any other regulatory agencies involved. The environmental assessment is conducted in a number of phases and documentation is submitted to Aboriginal Affairs and NorthernDevelopment Canada (AANDC) for decision making.

On-site baseline environmental work was initiated by EBA in 2004 and restarted by Rescan in the spring of 2010. Environmental baseline work continues in 2011 withthe second year of a planned two-year baseline program. The results of this work were integrated into mine planning for the 2011 Courageous Lake PEA.

Seabridge and its team are involved with consultation meetings with local communities, regulatory agencies, regional and municipal governments, TreatyNations, and the First Nations to advance the proposed Project through the review processes.

Tailings Management

Mine rock and run-of-mine (ROM) waste products from the mining operations will comprise approximately:

- 926 million tonnes (Mt) of mine rock
- 20 Mt of neutralized leach residue tailings, including the flotation tailings that is used for neutralizing the POX residue
- 80 Mt of flotation tailings.

The tailings, residue, and mine rock will be stored in a tailings/mine rock management facility on a flat open area, east of the open pit and south of Courageous Lake.

The neutralized leach residue tailings comprise approximately 20% of the full tailings stream leaving the process plant. The neutralized leach residue tailings management facility will provide acapacity of 19 million cubic metres (Mm^3) and have a final crest elevation of 457 m, which equates to a dam height ofapproximately 31 m.

The flotation tailings comprise approximately 80% of the full tailings stream leaving the process plant. The flotation tailings will be stored within the mine rock storage facility. Approximately 58.8 Mm^3 of flotation tailings will be disposed of in the tailings storage facility during the life of the mining operations. Mine rock represents the largest waste stream from the mining operations with an estimated volume of 421 Mm^3. The mine rock management facility will be located to the east of the pit, will occupy an area of 497 ha and will attain a final elevation of 565 m, which is equivalent to a height of approximately 130 m.

Project Operating Costs

Average mine, process and general/administrative operating costs over the project's life (including waste mining) are estimated at US$34.22 per tonne milled. A breakdown of estimated unit operating costs is as follows:

Unit Operating Costs

Cost Category	US$s (Per Tonne Milled)
Mining Costs	16.89
Milling Costs	13.62
Site Services	1.04
G&A	2.67
Total	**34.22**

Project Capital Costs

Start-up capital costs (including contingencies of US$192 million) are estimated at US$1.26 billion and are summarized as follows:

Start-up Capital Costs

Description	US$'000
Overall Site	62,651
Open Pit Mining	76,558
Crushing and Stockpiles	67,005
Grinding and Flotation	105,702
Pressure Oxidation	86,208
Thickening, Neutralization & Cyanide Leaching	12,949
Gold ADR Circuit, Cyanide Handling &Electrowinning	7,185
Reagents and Consumables	12,475
Plant Control System	1,906
Tailings Management Facility	44,422
Water Treatment Plant	1,116
Site Services and Utilities	23,516
Ancillary Buildings	62,833
Airstrip & Loading/Unloading Facilities	18,724
Plant Mobile Equipment	2,894
Temporary Services	37,900
Electrical Power Supply	155,555
Yellowknife & Edmonton Facilities	8,874
Sub-total	**788,473**
Project Indirects	242,678
Owner's Costs	40,376
Contingencies	191,925
Total	**1,263,452**

Economic Analysis

A base case economic evaluation was undertaken incorporating historical three-year trailing averages for gold prices and currency exchange rates as of May 24, 2011. A spot price case was also prepared using May 24, 2011 spot metal prices and currency exchange rates. The pre-tax economic results in for both cases are as follows:

Projected Economic Results (US$)

	Base Case	Spot Price Case
Gold Price Per Ounce	$1,089	$1,527
Net Cash Flow	$1,446 million	$3,527 million
NPV @ 5% Discount Rate	$427 million	$1,616 million
Internal Rate of Return	9.3%	18.1%
Payback Period	7.7 years	4.2 years
Operating Costs Per Ounce of Gold Produced (years 1 to 5)	$536	$598
Operating Costs Per Ounce of Gold Produced (life of mine)	$599	$668
Total Costs Per Ounce of Gold Produced (includes all capital)	$850	$944
US$/Cdn$ Exchange Rate	0.93	1.025

Both the Project NPV and internal rate of returnare most sensitive to gold price and exchange rate followed by operating costs, with initial capital having the least impact.

Project Opportunities and Recommendations

There are hydro power options for the project power supply. The opportunities represent a reliable, sustainable, and clean energy source that would significantly reduce the requirement for diesel fuel at the site. Assessment of this option has already started, but the concept was not advanced to the stage where it could be considered as definite part of the project at this time. However, the next stage of the project should fully investigate this potentially attractive alternative.

Under the current design, access to the Project is by winter ice road, which is limited to less than three months per year. The construction of an all-weather road in close proximity to the site could have a large positive impact on the Project's capital and operating costs. Site access improvements would significantly reduce on-site storage requirements, especially fuel oil and reagents such as lime.

Based on the work carried out in the 2011 Courageous Lake PEA and the resultant economic evaluation, this study should be followed by a Prefeasibility Study in order to further assess the economic viability of the Project.

Subsequent Information

After completion of the 2011 Courageous Lake PEA the Issuer undertook further exploration and development work at the Courageous Lake Project, which work included 15,000 m of diamond core drilling. On January 10, 2012 the Issuer announced, after its successful drilling program in 2011, an updated resource estimate for the Courageous Lake Project that increased estimated measured and indicated gold resources by 18% to nearly 8.0 million ounces. This updated gold resource estimate was prepared by Resource Modeling Inc. under the supervision of Michael Lechner, who is independent of Seabridge and a Qualified Person as defined by National Instrument 43-101.

The updated resource estimate for the Issuer's 100% owned Courageous Lake Project at a 0.83 g/t gold cutoff grade, effective as of January 9, 2012, is as follows:

Courageous Lake Gold Resources at 0.83 gram per tonne cutoff

MEASURED			**INDICATED**		
Tonnes (000's)	Grade (g/T)	Ounces (000's)	Tonnes (000's)	Grade (g/T)	Ounces (000's)
13,401	2.53	1,090	93,914	2.28	6,884

MEASURED PLUS INDICATED			INFERRED		
Tonnes (000's)	Grade (g/T)	Ounces (000's)	Tonnes (000's)	Grade (g/T)	Ounces (000's)
107,315	2.31	7,974	48,963	2.18	3,432

Note: The resource estimate has been prepared in accordance with NI 43-101. See "Cautionary Note to United States Investors Regarding Resource Estimates" in the Preliminary Notes.

The updated resource model constructed for the Courageous Lake deposit now incorporates data from a total of 589 holes drilled by Seabridge, Noranda and Placer Dome totaling approximately 169,000 meters. About 122,260 meters of the total have been assayed for gold, 53% of it by Seabridge. Gold mineralization within the Courageous Lake deposit is hosted in the upper part of an assemblage of Archean age felsic pyroclastic rocks just below a transition zone to sedimentary rocks.

Similar to the 2010 estimate (also completed by RMI), block model gold grades for this updated Courageous Lake model were estimated using a multiple pass inverse distance weighting interpolation procedure. In addition to using mineral zone wireframes to constrain the estimate of block grades, a dynamic anisotropic search strategy was used to select eligible composites. The search ellipse was allowed to dynamically conform to the hanging and footwall contacts of the key mineral zones, providing for a more geologically consistent and realistic distribution of in situ block gold grades. Individual assay grades were capped for each zone prior to compositing the assay data and interpolating block grades. The estimated block grades were classified into Measured, Indicated, and Inferred Mineral Resource categories using distance to drilling data and the number of drill holes used to estimate the block grades. For the principal mineral zones (3-5) Measured Resources were defined for blocks estimated by one or more drill holes within 7.5 meters of the block. For mineral zones 3 and 4 within the heart of the deposit (section 4400 to 5000 north), Indicated Resources were defined by blocks estimated by two or more drill holes with at least one sample within 40 meters of the block. Indicated Resources were defined for other zones based on distances from drill data ranging from 15 to 30m. For the primary mineralized zones, Inferred Mineral Resources were defined by blocks estimated by at least one drill hole with a maximum allowable assay projection distance of 65 meters. Inferred Resources were assigned to secondary mineralized zones up to 40m from drilling data. It is RMI's opinion that the new resource model is globally unbiased and locally reflects the grade of nearby drill hole composites.

The following table provides global resource estimates from the new model at various gold cutoff grades:

Comparison of Courageous Lake Resources at Various Cutoff Grades

Cutoff Grade (g/T)	Measured			Indicated			Inferred		
	Tonnes (000)	Grade (g/T)	Ounces (000)	Tonnes (000)	Grade (g/T)	Ounces (000)	Tonnes (000)	Grade (g/t)	Ounces (000)
0.70	14,566	2.39	1,119	102,664	2.16	7,097	55,206	2.02	3,585
0.80	13,678	2.49	1,095	95,890	2.25	6,937	50,657	2.14	3,485
0.83	**13,401**	**2.53**	**1,090**	**93,914**	**2.28**	**6,884**	**48,963**	**2.18**	**3,432**
0.90	12,850	2.60	1,074	89,363	2.36	6,780	46,044	2.27	3,360
1.00	12,029	2.71	1,048	83,482	2.46	6,603	42,779	2.37	3,260

The cutoff grade for resource tabulation was set at 0.83 grams per tonne, consistent with the cut-off grade used for previous Courageous Lake resource estimates (2007 and 2010). The cutoff grade used in the 2011 Courageous Lake PEA was 0.67 grams per tonne, based on a gold price of $990. New mine plans will now be generated from this updated resource model in anticipation of being able to report the project's first proven and probable reserves in the preliminary feasibility study scheduled for completion in June, 2012.

Glossary of Technical Terms

In this Annual Information Form, the following technical terms have the following meanings:

alteration –Any change in the mineral composition of a rock brought about by physical or chemical means.

batholith – A very large intrusive mass of igneous rock.

biotite -A common rock-forming mineral in crystalline rocks, either as an original crystal in igneous rocks or as a metamorphic product in gneisses and schists.

breccia - A rock in which angular fragments are surrounded by a mass of fine-grained minerals.

carbonate – A sediment formed by the organic or inorganic precipitation from aqueous solution of carbonates of calcium, magnesium, or iron; e.g., limestone and dolomite

chalcopyrite - A sulphide mineral of copper and iron.

clastic - Fragments of minerals and rocks that have been moved individually from their places of origin.

core samples - The cylindrical form of rock called "core" that is extracted from a diamond drill hole. Mineralized sections are separated and these samples are sent to a laboratory for analysis.

cut-off grade -The lowest grade of mineralized material that qualifies as reserve in a deposit. i.e.: contributing material of the lowest assay that is included in a reserve estimate.

diorite - An intrusive igneous rock.

dip – The angle that a structural surface, a bedding or fault plan, makes with the horizontal, measured perpendicular to the strike of the structure.

disseminated – Where minerals occur as scattered particles in the rock.

drift - A horizontal underground opening that follows along the length of a vein or rock formation.

facies – The character and composition of sedimentary deposits.

fault – A fracture or break in rock along which there has been movement.

feasibility study – Is a definitive study of the viability of a mineral project by a qualified professional which defines: (1) mining methods, pit configuration, mine scheduling, mine equipment and all related costing, (2) method of mineral processing and all related plant, equipment and costing, (3) necessary determination of all infrastructure required and relevant costs and (4) all requirements of government and markets for mine operation. A definitive financial analysis of the mineral project taking into consideration all relevant factors, which will establish the presence of a Mineral Reserve and the details of its economic viability.

felsic – An adjective describing an igneous rock having mostly light coloured minerals and rich in silica, potassium and sodium.

fracture – A break or crack in rock.

gabbro – A coarse-grained, crystalline, dark igneous rock.

geochemistry - The study of the chemical properties of rocks.

gneiss - A layered or banded crystalline metamorphic rock, the grains of which are aligned or elongated into a roughly parallel arrangement.

gossan - A rust-coloured capping or staining of a mineral deposit, generally formed by the oxidation or alteration of iron sulphides.

grade – The metal content of rock with precious metals, grade can be expressed as troy ounces or grams per tonne of rock.

granite - Any holocrystalline, quartz-bearing plutonic rock.

granitic - Pertaining to or composed of granite.

greenschist - A schistose metamorphic rock whose green colour is due to the presence of chlorite, epidote, or actinolite.

greywacke -A dark grey, firmly indurated, coarse-grained sandstone that consists of poorly sorted, angular to subangular grains of quartz and feldspar, with a variety of dark rock and mineral fragments embedded.

hydrothermal – The products or the actions of heated waters in a rock mass such as a mineral deposit precipitating from a hot solution.

hydrothermal alteration - The process by which heated or superheated water/solutions alter the chemistry of the rocks they circulate through.

igneous– A primary type of rock formed by the cooling of molten material.

indicated resource - That part of a resource for which quantity, grade or quality, densities, shape and physical characteristics, can be estimated with a level of confidence sufficient to allow the appropriate application of technical and economic parameters, to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough for geological and grade continuity to be reasonably assumed.

inferred resource - That part of a resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes.

intrusion; intrusive – Molten rock that is intruded (injected) into spaces that are created by a combination of melting and displacement.

mafic - Igneous rocks composed mostly of dark, iron-and magnesium-rich minerals.

measured resource - That part of a resource for which quantity, grade or quality, densities, shape, physical characteristics are so well established that they can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters, to support production planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough to confirm both geological and grade continuity.

mineral– A naturally formed chemical element or compound having a definitive chemical composition and, usually a characteristic crystal form.

mineralization– A natural concentration in rocks or soil of one or more metalliferous minerals.

monzonite - A granular plutonic rock containing approx. equal amounts of orthoclase and plagioclase, and thus intermediate between syenite and diorite. Quartz is minor or absent.

net smelter return royalty/ NSR – A phrase used to describe a royalty payment made by a producer of metals based on gross metal production from the property, less deduction of certain limited costs including smelting, refining, transportation and insurance costs.

outcrop - The part of a rock formation that appears at the surface of the ground.

phenocryst - A term for large crystals or mineral grains floating in the matrix or groundmass of a porphyry.

placer - A deposit of sand or gravel that contains particles of gold, ilmenite, gemstones, or other heavy minerals of value. The common types are stream gravels and beach sands.

porphyritic - The texture of an igneous rock in which larger crystals (phenocrysts) are set in a finer-grained groundmass, which may be crystalline or glassy or both.

porphyry - Any igneous rock in which relatively large crystals are set in a fine-grained matrix of rock.

prefeasibility study or preliminary feasibility study –Is a comprehensive study of the viability of a mineral project that has advanced to a stage where the mining method, in the case of underground mining, or the pit configuration, in the case of an open pit, has been established, and where an effective method of mineral processing had been determined. This Study must include a financial analysis based on reasonable assumptions of technical engineering, operating, and economic factors, which are sufficient for a Qualified Person acting reasonably, to determine if all or part of the Mineral Resource may be classified as a Mineral Reserve.

preliminary assessment –A study that includes an economic analysis of the potential viability of mineral resources taken at an early stage of the project prior to completion of a preliminary feasibility study.

pyrite- An iron sulphide mineral (FeS_2), the most common naturally occurring sulphide mineral.

pyroclastic- Produced by explosive or aerial ejection of ash, fragments, and glassy material from a volcanic vent. Applied to the rocks and rock layers as well as to the textures so formed.

quartz– Crystalline silica; often forming veins in fractures and faults within older rocks.

reclamation - Restoration of mined land to original contour, use, or condition.

reserve - The economically mineable part of a measured or indicated resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A mineral reserve includes diluting materials and allowances for losses that may occur when the material is mined.

resource - A concentration or occurrence of natural, solid, inorganic or fossilized organic material in or on the Earth's crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a resource are known, estimated or interpreted from specific geological evidence and knowledge. Resources are subdivided, in order of increasing geological confidence, into inferred, indicated and measured categories.

rhyolite - A group of extrusive igneous rocks, typically porphyritic and commonly exhibiting flow texture, with phenocrysts of quartz and alkali feldspar in a glassy to cryptocrystalline groundmass; also, any rock in that group; the extrusive equivalent of granite.

sedimentary - Formed by the deposition of sediment or pertaining to the process of sedimentation.

sediments - Solid fragmental material that originates from weathering of rocks and is transported or deposited by air, water, or ice, or that accumulates by other natural agents, such as chemical precipitation from solution or secretion by organisms, and that forms in layers on the Earth's surface at ordinary temperatures in a loose, unconsolidated form; e.g., sand, gravel, silt, mud, alluvium.

sericite – A fine-grained potassium mica found in various metamorphic rocks.

vein– A thin, sheet-like, crosscutting body of hydrothermal mineralization, principally quartz.

waste – Barren rock in a mine, or mineralized material that is too low in grade to be mined and milled at a profit.

ITEM 4: RISK FACTORS

Investing in the Common shares is speculative and involves a high degree of risk due to the nature of the Issuer's business and the present stage of exploration and development of its mineral properties. The following risk factors, as well as risks currently unknown to the Issuer, could materially adversely affect the Issuer's future business, operations and financial condition and could cause them to differ materially from the estimates described in forward-looking statements relating to the Issuer, or its business, property or financial results, each of which could cause investors to lose part or all of their investment. Before deciding to invest in any Common shares, investors should carefully consider the risks included herein.

Risks Related to the Issuer and its Industry

The Issuer has a history of net losses and expects losses to continue for the foreseeable future.

The Issuer has a history of net losses and, although the Issuer achieved a net profit of $10,290,000 for the fiscal year ended December 31, 2008 and a net profit of $3,540,000 in 2010 primarily as a result the sale of assets of the Company, the Issuer expects to incur net losses for the foreseeable future. As of December 31, 2011, the Issuer's historical net losses totalled approximately $40.8 million. None of the Issuer's properties has advanced to the commercial production stage and the Issuer has no history of earnings or cash flow from operations.

The Issuer expects to continue to incur net losses unless and until such time as one or more of its projects enters into commercial production and generates sufficient revenues to fund continuing operations or until such time as the Issuer is able to offset its expenses against the sale of one or more of its projects, if applicable. The development of the Issuer's projects to achieve production will require the commitment of substantial financial resources. The amount and timing of expenditures will depend on a number of factors, including the progress of ongoing exploration and development, the results of consultant analysis and recommendations, the rate at which operating losses are incurred and the execution of any sale or joint venture agreements with strategic partners, some of which are beyond the Issuer's control. There is no assurance that the Issuer will be profitable in the future.

The Issuer's ability to continue its exploration activities and any future development activities, and to continue as a going concern, will depend in part on its abilityto sell property interests, enter into joint ventures or obtain suitable financing.

The Issuer has financial resources to sustain operations for more than the next year. However, the Issuer requires capital to maintain title to and undertake exploration and development of the Issuer's principal exploration properties and to cover corporate expenses and presently has no ongoing source of revenue. Accordingly, additional financing will be required to continue to undertake development of the Issuer's mineral properties after its cash on hand has been spent. The maintenance of and further exploration and development of the Issuer's mineral properties is, therefore, dependent upon the Issuer's ability to obtain financing through the sale of projects, joint venturing of projects or equity or debt financing. Such sources of financing may not be available on terms acceptable to the Issuer, or at all. Recent disruptions in the current credit and financial markets has limited access to capital and credit for many companies, which may make it more difficult for the Issuer to obtain, or increase its cost of obtaining, capital and financing for its operations. Failure to obtain such financing may result in delay or indefinite postponement of exploration and development work on the Issuer's mineral properties, or the possible loss of such properties. Satisfying financing requirements through the sale of projects or establishment of one or more joint ventures would reduce the Issuer's gold ownership per share and therefore its leverage to the gold price.

The Issuer has reserves at its KSM Project but the KSM Project may not be brought into production.

There is no certainty that the reserves estimated at the KSM Project will actually be mined or, if mined, processed profitably. The Issuer does not intend to bring the KSM Project into production on its own and intends to either enter into a joint venture with an experienced operator or to sell the KSM Project. Given the size of the KSM Project and its estimated capital costs, there is likely a limited number of mining companies with the ability to raise the necessary capital and to put the KSM Project into production, which limits the options available to the Company for such a joint venture or sale. The commercial viability of the KSM Project is also dependent on a number of factors, including metal prices, government policy and regulation and environmental protection, which are beyond the control of the Issuer.

The Issuer has reserves only at its KSM Project and has no known reserves on its other properties and economic reserves may not exist on its other properties.

Despite considerable work on its Courageous Lake project, no known reserves have been established on the Courageous Lake Project or any of the Issuer's mineral properties other than the KSM Project. Additional work will be required in order to determine if an economic deposit exists on these other properties. There is no certainty that exploration of theseother mineral properties will result in the identification of commercially recoverable quantities of reserves or that, if delineated, reserves will actually be mined or processed profitably. Finding mineral deposits is dependent on a number of factors, including the technical skill of the exploration personnel involved. The Issuer has relied and will continue to rely upon consultants for development and operating expertise. The commercial viability of a mineral deposit once discovered is also dependent on a number of factors, including the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as metal prices, government policy and regulation and environmental protection. Most of these factors are beyond the control of the Issuer.

The figures for the Issuer's resources are estimates based on interpretation and assumptions and may yield less mineral production under actual conditions than is currently estimated.

Unless otherwise indicated, resource figures presented in this Annual Information Form and in the Issuer's other filings with securities regulatory authorities, press releases and other public statements that may be made from time to time are based upon estimates made by Issuer personnel and independent geologists. These estimates are imprecise and depend upon geologic interpretation and statistical inferences drawn from drilling and sampling analysis, which may prove to be inaccurate. There can be no assurance that resource or other mineralization figures will be accurate or this mineralization could be mined or processed profitably.

Because the Issuer has not commenced commercial production at any of its properties, resource estimates for the Issuer's properties may require adjustments or downward revisions based upon further exploration or development work or actual production experience. In addition, the grade of ore ultimately mined, if any, may differ from that indicated by drilling results. There can be no assurance that recovery of minerals in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale.

The resource estimates contained in this Annual Information Form have been determined based on assumed future prices, cut-off grades and operating costs that may prove to be inaccurate. Substantial declines in market prices for gold and other metals or increases in costs may eliminate the potential profitability of the Issuer's deposits, require increases in cut-off gradesand result in reduced reported resources. Any material reductions in estimates of resources, or of the Issuer's ability to extract these resources, could have a material adverse effect on the Issuer's prospects and could restrict the Issuer's ability to successfully implement its strategies for long-term growth.

Actual capital costs, operating costs, production and economic returns may differ significantly from those Seabridge has anticipated and there are no assurances future development activities by Seabridge, if any, will lead to profitable mining operations.

The capital costs to take the Issuer's projects into production may be significantly higher than anticipated. None of the Issuer's mineral properties have an operating history upon which the Issuer can base estimates of future operating costs. Decisions about the development of these and other mineral properties will ultimately be based upon feasibility studies. Feasibility studies derive estimates of cash operating costs based upon, among other things:

- anticipated tonnage, grades and metallurgical characteristics of the reserves to be mined and processed;
- anticipated recovery rates of gold and other metals from the reserves;
- cash operating costs of comparable facilities and equipment; and
- anticipated climatic conditions.

Cash operating costs, production and economic returns, and other estimates contained in studies or estimates prepared by or for the Issuer may differ significantly from those anticipated by Seabridge's current studies and estimates, and there can be no assurance that the Issuer's actual operating costs will not be higher than currently anticipated.

Seabridge has no history of commercially producing precious metals from its mineral exploration properties and there can be no assurance that it will successfully establish mining operations or profitably produce precious metals.

Seabridge has no history of commercially producing precious metals from its current portfolio of mineral exploration properties and the Issuer has no ongoing mining operations or revenue from mining operations. Mineral exploration and development involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. The Issuer has defined reserves at its KSM Project, but only defined or delineated resources at its other projects. None of the Issuer's properties are currently under construction. The future development of properties estimated to be economically feasible will require obtaining permits and financing and the construction and operation of mines, processing plants and related infrastructure. Although Seabridge has disclosed that it will not undertake production activities by itself, it may be involved in commencement of production at one of its properties if it enters into a joint venture or other arrangement with a third party regarding production. As a result, Seabridge may be subject to all of the risks associated with establishing new mining operations and business enterprises, including:

- timing and cost, which can be considerable, of the construction of mining and processing facilities;
- availability and costs of skilled labour and mining equipment;
- availability and cost of appropriate smelting and/or refining arrangements;
- need to obtain necessary environmental and other governmental approvals and permits, and the timing of those approvals and permits;
- availability of funds to finance construction and development activities;
- potential opposition from non-governmental organizations, environmental groups, First Nations groups or local groups which may delay or prevent development activities; and
- potential increases in construction and operating costs due to changes in the cost of fuel, power, materials and supplies and foreign exchange rates.

The costs, timing and complexities of mine construction and development are increased by the remote location of the Issuer's mining properties. It is common in new mining operations to experience unexpected problems and delays during development, construction and mine start-up. In addition, delays in the commencement of mineral production often occur. Accordingly, there are no assurances that, if the Issuer decides to be involved in mining activities, the Issuer will successfully establish mining operations or profitably produce precious metals at any of its properties.

Changes in the market price of gold, copper and other metals, which in the past have fluctuated widely, affect the potential profitability of the Issuer's projects.

The potential profitability of the Issuer's projects depends, in large part, upon the market price of gold, copper and other metals and minerals to be produced. The market price of gold, copper and other metals is volatile and is impacted by numerous factors beyond the Issuer's control, including:

- expectations with respect to the rate of inflation;
- the relative strength of the U.S. dollar and certain other currencies;
- interest rates;
- global or regional political or economic conditions;
- supply and demand for jewellery and industrial products containing metals;
- faith in paper currencies;
- costs of substitutes;
- changes in global or regional investment or consumption patterns;
- global production levels;
- speculative activities; and
- sales by central banks and other holders, speculators and producers of gold, copper and other metals in response to any of the above factors.

There can be no assurance that the market price of gold, copper and other metals will remain at current levels or that such prices will improve. A decrease in the market price of gold and copper could adversely affect the Issuer's ability to finance the exploration and development of the Issuer's properties and to enter into joint ventures with strategic partners relating to the Issuer's properties, which would have a material adverse effect on the Issuer's financial condition and results of operations. There is no assurance that if commercial quantities of gold, copper and other metals are discovered on the Issuer's properties, that a profitable market will exist or continue to exist for a production decision to be made or for the ultimate sale of the metals. As the Issuer has a high ratio of gold resources per Common share, fluctuations in gold prices have tended to have a greater impact on the price of the Common shares.

The Issuer may be adversely affected by future fluctuations of foreign exchange rates.

The potential profitability of the Issuer is exposed to the financial risk related to the fluctuation of foreign exchange rates. The minerals that could be produced from the Issuer's projects are priced in U.S. dollars but, since the Issuer's principal projects are located in Canada, the majority of its estimated expenditures will be in Canadian dollars. A significant change in the currency exchange rates between the Canadian dollar relative to the U.S. dollar will have an effect on the potential profitability of the Issuer's projects and therefore its ability to continue to finance its operations. To the extent the actual Canadian dollar to U.S. dollar exchange rate is less than or more than the exchange rate used in the preliminary economic assessments summarized in this Annual Information Form, the profitability of the projects will be more than or less than that estimated (if the other assumptions are realized). Accordingly, the Issuer's prospects may suffer due to adverse currency fluctuations.

The Issuer's activities and proposed business are inherently dangerous and contain significant uninsured risks that could negatively impact the Issuer.

The Issuer's exploration and development of its mineral properties involves a number of risks and hazards. In addition, the business of mining is subject to various risks and hazards including:

- environmental hazards;
- industrial accidents;
- metallurgical and other processing problems;
- unusual or unexpected rock formations;

- rock bursts;
- structural cave-ins or slides;
- flooding;
- fires;
- earthquakes
- metals losses; and
- periodic interruptions due to inclement or hazardous weather conditions.

These risks could result in damage to, or destruction of, mineral properties, plant and equipment, personal injury or death, environmental damage, delays in mining, monetary losses and possible legal liability.

The Issuer currently maintains insurance against risks relating to its exploration activities in an amount which it believes to be reasonable. If the Issuer commences mining activities with a partner, it will be subject to mining risks, including those listed above. The Issuer anticipates that it will obtain the insurance it feels is reasonable for any mining activities it undertakes, however, such insurance contains exclusions and limitations on coverage and insurance for all risks is not likely available. There can be no assurance that the insurance the Issuer desires will continue to be available, will be available at economically acceptable premiums or will be adequate to cover any resulting liability. The Issuer might also be subject to liability for environmental damage or other hazards which may be uninsurable or for which it may elect not to insure because of premium costs or commercial impracticability. The payment of such liabilities would reduce funds available for the acquisition of mineral properties or exploration and development and would have a negative effect on the Issuer's ability to generate revenues, profits and cash flows.

The Issuer is subject to substantial government regulatory requirements, which could cause a restriction or suspension of the Issuer's operations.

The exploration and development activities of the Issuer and the potential for profitable operation of the Issuer's mineral properties is affected to varying degrees by government regulations relating to exploration, development and mining activities, the acquisition of land, royalties, taxes, labour standards, pollution control, environmental protection, health and safety and expropriation of property. Changes in these regulations or in their application are beyond the control of the Issuer and may adversely affect its operations, business and the potential of its projects. Failure to comply with the conditions set out in any permit or failure to comply with applicable statutes and regulations may result in orders to cease or curtail further exploration or development or reduce or eliminate the potential profitability of a project. The Issuer may be required to compensate those suffering loss or damage by reason of its exploration activities or operations.

At the federal, state and provincial level, the Issuer must comply with exploration permitting requirements which require sound operating and reclamation plans to be approved by the applicable government body prior to the start of exploration. At the local level, regulations deal primarily with zoning, land use and specific building permits, as well as taxation and the impact of the Issuer's operations on the existing population and services. There can be no assurance that all required approvals and permits will be able to be obtained.

Depending upon the type and extent of the exploration activities, the Issuer may be required to post reclamation bonds and/or assurances that the affected areas will be reclaimed. Currently, the Issuer has estimated CDN$1,963,000 in reclamation liabilities for its properties. As at December 31, 2011, CDN$1,588,000 has been deposited for the benefit of the various government agencies until released or applied to reclamation costs. If the reclamation requires funds in addition to those already estimated or allocated, the Issuer could be forced to pay for the extra work, which could have a material adverse effect on the Issuer's financial position and operations. In addition, unidentified environmental deficiencies may exist on other of the Issuer's properties. The discovery of and any required reclamation of any additional properties would likely have an adverse effect on the Issuer's operations and financial position.

The Issuer is subject to substantial environmental requirements which could cause a restriction or suspension of the Issuer's operations.

In connection with its operations and properties, the Issuer is subject to extensive and changing environmental legislation, regulations and actions. The Issuer cannot predict what environmental legislation, regulations or policy will be enacted or adopted in the future or how current or future laws and regulations will be administered or interpreted. The recent trend in environmental legislation and regulation generally is toward stricter standards and this trend is likely to continue in the future. The recent trends include, without limitation, laws and regulations relating to air and water quality, mine reclamation, waste handling and disposal, the protection of certain species and the preservation of certain lands. These regulations may require that the Issuer obtain permits or other authorizations for certain activities. These laws and regulations may also limit or prohibit activities on certain lands lying within wetland areas, areas providing habitat for certain species or other protected areas. The land claims process in Canada has recently resulted in many First Nations groups taking over administration of lands subject to the land claims settlement, and First Nations groups may look to impose additional requirements over land they administer. Compliance with more stringent laws and regulations, as well as potentially more vigorous enforcement policies or stricter interpretation of existing laws, may necessitate significant capital outlays, which may adversely affect the Issuer's results of operations and business, or may cause material changes or delays in the Issuer's intended activities.

At the federal, state and provincial level, regulations deal with environmental quality and impacts upon air, water, soil, vegetation and wildlife, as well as historical and cultural resources. Approval must be received from the applicable bureau and/or department before exploration can begin, and ongoing monitoring of operations is common. If the Issuer's operations result in negative effects upon the environment, government agencies will usually require the Issuer to provide remedial actions to correct the negative effects.

Title to the Issuer's mineral properties cannot be guaranteed and may be subject to prior unregistered agreements, transfers or claims and other defects.

The Issuer cannot guarantee that title to its properties will not be challenged. Title insurance is not available for mineral properties in Canada and the Issuer's ability to ensure that it has obtained a secure claim to individual mineral properties or mining concessions may be severely constrained. The Issuer's mineral properties may be subject to prior unregistered agreements, transfers or claims, and title may be affected by, among other things, undetected defects. To date, the Issuer has only done a preliminary legal survey of the boundaries of its properties and has not obtained formal title reports on any of its properties, and therefore, in accordance with the laws of the jurisdictions in which these properties are situated, their existence and area could be in doubt. If title is challenged, the Issuer will have to defend its ownership through the courts. A successful challenge to the precise area and location of these claims could result in the Issuer being unable to operate on its properties or being unable to enforce its rights with respect to its properties.

Securing a right of way to permit construction and operation of the proposed tunnels for the KSM Project are subject to governmental and third party approvals and consents which are not guaranteed.

The present development plans at the KSM Project include the construction of twin 23 kilometer parallel tunnels through Crown land. The proposed route passes through approximately 15 kilometers of Crown land subject to mineral claims held by third parties. The grant of a right of way for the tunnels is subject to the discretion of the relevant Minister in British Columbia. It is not clear whether the relevant Minister has the authority to grant the required right of way without the consent of the third party mineral rights holders and, accordingly, Seabridge is assuming that obtaining the right of way will require the consent of the third party rights holders. Seabridge has not been able to secure rights to drive the tunnels through this land and expects to have to pay appropriate compensation to secure a right of way through such mineral claims. Seabridge holds no right to drive the tunnels through such land and may be unable to secure such rights at all. There can be no assurance that a right of way can be obtained.

There is uncertainty related to unsettled First Nations rights and title in British Columbia and the Northwest Territories and this may create delays in project approval or interruptions in project progress.

The nature and extent of First Nation rights and title remains the subject of active debate, claims and litigation in Canada, including in British Columbia and the Northwest Territories. The KSM Project lies within a traditional First Nation territory and no comprehensive treaty or land claims settlement has been concluded regarding these traditional territories. There can be no guarantee that the unsettled nature of land claims in British Columbia and the Northwest Territories will not create delays in project approval or unexpected interruptions in project progress, or result in additional costs to advance the Issuer's projects. In many cases mine construction and commencement of mining activities is only possible with the consent of the local First Nations group and many companies have secured such consent by committing to take measures to limit the adverse impact to, and ensure some of the economic benefits of the construction and mining activity will be enjoyed by, the local First Nations group.

High metal prices in recent years have encouraged increased mining exploration, development and construction activity, which has increased demand for, and cost of, exploration, development and construction services and equipment.

The relative strength of metal prices over the past eight years has encouraged increases in mining exploration, development and construction activities around the world, which has resulted in increased demand for, and cost of, exploration, development and construction services and equipment. While recent market conditions have had a moderating effect on the costs of such services and equipment, increases in such costs may continue due to the recent resumption of an upward trend in metal prices. Increased demand for services and equipment could result in delays if services or equipment cannot be obtained in a timely manner due to inadequate availability, and may cause scheduling difficulties due to the need to coordinate the availability of services or equipment, any of which could materially increase project exploration, development and/or construction costs.

Increased competition could adversely affect the Issuer's ability to acquire suitable properties for mineral exploration in the future.

The mining industry is intensely competitive. Significant competition exists for the acquisition of properties producing or capable of producing gold or other metals. The Issuer may be at a competitive disadvantage in acquiring additional mining properties because it must compete with other companies, many of which have greater financial resources, operational experience and technical capabilities than the Issuer. Competition for exploration resources at all levels is currently very intense, particularly affecting the availability of manpower, drill rigs and helicopters. Increased competition could adversely affect the Issuer's ability to acquire suitable properties for mineral exploration in the future.

The Issuer has a dependence upon key management employees, the absence of which would have a negative effect on the Issuer's operations.

The Issuer strongly depends on the business and technical expertise of its management and key personnel, including Rudi Fronk, President and Chief Executive Officer. There is little possibility that this dependence will decrease in the near term. If the Issuer's operations expand, additional general management resources will be required. The Issuer may not be able to attract and retain additional qualified personnel and this would have a negative effect on the Issuer's operations. The Issuer does not carry any formal services agreements between itself and its officers or directors. The Issuer does not carry any "key man" life insurance.

Certain of the Issuer's directors and officers serve in similar positions with other natural resource companies, which put them in conflict of interest positions from time to time.

Certain of the directors and officers of the Issuer are also directors, officers or shareholders of other natural resource or mining-related companies. Such associations may give rise to conflicts of interest from time to time. The directors of the Issuer are required by law to act honestly and in good faith with a view to the best interests of the Issuer and to disclose any interest that they may have in any project or opportunity of the Issuer. If a conflict of interest arises in a matter to be discussed at a meeting of the board of directors, any director in a conflict must disclose his interest and abstain from voting on such matter. In determining whether or not the Issuer will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Issuer may be exposed and its financial position at the time.

Risks Related to the Common Shares

The market for the Common shares has been subject to volume and price volatility which could negatively effect a shareholder's ability to buy or sell the Common shares.

The market for the Common shares may be highly volatile for reasons both related to the performance of the Issuer or events pertaining to the industry (i.e., mineral price fluctuation, high production costs) as well as factors unrelated to the Issuer or its industry. In particular, the price for gold has recently been at an all time high and may not sustain such levels. In addition, market demand for products incorporating minerals fluctuates from one business cycle to the next, resulting in a change of demand for the mineral and an attendant change in the price for the mineral. The Common shares can be expected to be subject to volatility in both price and volume arising from market expectations, announcements and press releases regarding the Issuer's business, and changes in estimates and evaluations by securities analysts or other events or factors. In recent years the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly small-capitalization companies such as the Issuer, have experienced wide fluctuations that have not necessarily been related to the operations, performance, underlying asset values or prospects of such companies. For these reasons, the Common shares can also be expected to be subject to volatility resulting from market forces over which the Issuer will have no control. Further, despite the existence of markets for trading the Common shares in Canada and the United States, shareholders of the Issuer may be unable to sell significant quantities of Common shares in the public trading markets without a significant reduction in the price of the shares.

The Common Shares are publicly traded and are subject to various factors that have historically made the Common Share price volatile.

The market price of the Common shares has been, and may continue to be, subject to large fluctuations, which may result in losses to investors. The market price of the Common shares may increase or decrease in response to a number of events and factors, including: the Issuer's operating performance and the performance of competitors and other similar companies; volatility in metal prices; the public's reaction to the Issuer's press releases, material change reports, other public announcements and the Issuer's filings with the various securities regulatory authorities; changes in earnings estimates or recommendations by research analysts who track the Common shares or the shares of other companies in the resource sector; changes in general economic and/or political conditions; the number of Common shares to be publicly traded after an offering of Common shares; the arrival or departure of key personnel; acquisitions, strategic alliances or joint ventures involving the Issueror its competitors; and the factors listed under the heading "Description of the Issuer's Business - Cautionary Statement Regarding Forward-Looking Information and Statements."

The market price of the Common shares is affected by many other variables that are not directly related to the Issuer's success and are, therefore, not within its control, including other developments that affect the market for all resource sector securities, the breadth of the public market for the Common shares and the attractiveness of alternative investments. The effect of these and other factors on the market price of the Common shares on the exchanges on which they trade has historically made the trading price of theCommon shares volatile and suggests that the trading price of the Common shares will continue to be volatile in the future.

The Issuer has never declared or paid any dividends on the Common Shares.

The Issuer has never declared or paid any dividends on the Common shares. The Issuer intends to retain earnings, if any, to finance the growth and development of the business and does not intend to pay cash dividends on the Common shares in the foreseeable future. Any return on an investment in the Common shares will come from the appreciation, if any, in their value. The payment of future cash dividends, if any, will be reviewed periodically by the Issuer's Board of Directors and will depend upon, among other things, conditions then existing including earnings, financial condition and capital requirements, restrictions in financing agreements, business opportunities and conditions and other factors. See "Dividend Policy."

Shareholders' interests may be diluted in the future.

The Issuer may require additional funds for exploration and development programs or potential acquisitions. If it raises additional funding by issuing additional equity securities or other securities that are convertible into equity securities, such financings may substantially dilute the interests of existing or future shareholders. Sales or issuances of a substantial number of securities, or the perception that such sales could occur, may adversely affect the prevailing market price for the Common shares. With any additional sale or issuance of equity securities, investors will suffer dilution of their voting power and may experience dilution in the Issuer's earnings per share.

The Issuer could be deemed a passive foreign investment company which could have negative consequences for U.S. investors.

Depending upon the composition of the Issuer's gross income or its assets, the Issuer could be classified as a passive foreign investment company ("**PFIC**") under the United States tax code. If the Issuer is declared a PFIC, then owners of the Common shares who are U.S. taxpayers generally will be required to treat any "excess distribution" received on their Common shares, or any gain realized upon a disposition of Common shares, as ordinary income and to pay an interest charge on a portion of such distribution or gain, unless the taxpayer makes a qualified electing fund ("**QEF**") election or a mark-to-market election with respect to the Common shares. A U.S. taxpayer who makes a QEF election generally must report on a current basis its share of the Issuer's net capital gain and ordinary earnings for any year in which the Issuer is classified as a PFIC, whether or not the Issuer distributes any amounts to its shareholders. U.S. investors should consult with their tax advisors for advice as to the U.S. tax consequences of an investment in the Common shares.

ITEM 5: DIVIDENDS

The Issuer has not paid any dividends since incorporation. Payment of dividends in the future is dependent upon the earnings and financial condition of the Issuer and other factors which the directors may deem appropriate at the time. However, the Issuer is not limited in any way in its ability to pay dividends on its Common shares other than to comply with solvency tests that apply to it under its governing corporate legislation.

ITEM 6: GENERAL DESCRIPTION OF CAPITAL STRUCTURE

The Issuer is authorized to issue an unlimited number of Common shares without par value and an unlimited number of Preferred shares, issuable in series, of which at March 28, 2012, 43,451,885 Common shares were issued and outstanding and no Preferred shares were issued and outstanding.

The holders of the Common shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Issuer and each Common share confers the right to one vote in person or by proxy at all meetings of the shareholders of the Issuer. The holders of the Common shares, subject to the prior rights, if any, of the holders of any other class of shares of the Issuer, are entitled to receive such dividends in any financial year as the board of directors of the Issuer may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Issuer, whether voluntary or involuntary, the holders of the Common shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Issuer, the remaining property and assets of the Issuer.

The directors of the Issuer are authorized to create series of Preferred shares in such number and having such rights and restrictions with respect to dividends, rights of redemption, conversion or repurchase and voting rights as may be determined by the directors and shall have priority over the Common shares to the property and assets of the Issuer in the event of liquidation, dissolution or winding-up of the Issuer.

ITEM 7: MARKET FOR SECURITIES

Trading Price and Volume

The Issuer's Common shares are listed for trading through the facilities of the TSXunder the symbol "SEA", and on the AMEX under the symbol "SA". During the Issuer's most recently completed financial year, the high and low trading prices and trading volume (rounded up or down to the nearest 100) of the Issuer's Common shares on the TSX and on the AMEX was as follows:

	TSX			AMEX		
Month	**Volume**	**High(1)**	**Low(1)**	**Volume**	**High(1)**	**Low(1)**
January 2011	713,781	$31.19	$27.17	1,373,712	$31.64	$27.25
February 2011	709,049	$35.00	$27.90	1,071,092	$35.66	$28.00
March 2011	750,414	$34.99	$29.53	1,195,284	$35.88	$30.00
April 2011	485,074	$33.30	$30.04	829,014	$34.93	$31.55
May 2011	497,300	$32.55	$27.12	976,579	$34.39	$27.72
June 2011	781,785	$28.86	$23.50	1,816,103	$29.70	$24.15
July 2011	420,284	$29.75	$26.39	743,576	$30.97	$26.84
August 2011	597,262	$30.81	$24.80	1,227,732	$31.23	$25.34
September 2011	517,355	$30.26	$22.38	1,187,814	$30.71	$21.50
October 2011	339,771	$25.14	$21.14	1,223,036	$25.15	$19.84
November 2011	345,876	$26.39	$20.75	1,092,859	$25.92	$20.09
December 2011	295,064	$23.35	$15.63	1,418,835	$23.04	$15.23

(1) Values include intra-day lows and highs.

ITEM 8: DIRECTORS AND OFFICERS

The By-Laws of the Issuer provide for the election and retirement of directors. At each annual general meeting, all the directors retire and the Issuer elects a Board of Directors consisting of the number of directors fixed from time to time by the shareholders, subject to the Issuer's Articles. If the election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected. The Issuer has a 3 member Audit Committee, a 5 member Corporate Governance and Nominating Committee, a 3 member Compensation Committee and a 3 member Technical Committee.

The names and municipalities of residence of the directors and officers of the Issuer, the positions held by them with the Issuer, their principal occupations for the past five years and their share holdings in the Issuer are as follows:

Name, Municipality of Residence and Position	Principal Occupation or employment and, if not a previously elected director, occupation during the past 5 years	Previous Service as a Director/Officer	Number of Common Shares beneficially owned or, directly or indirectly, Controlled[5]
James S. Anthony Toronto, Ontario, Canada Chairman of the Board	President, Suma Investments Inc., a private investment company since 1986.	Since October 1999	779,791 directly 530,334 indirectly
A. Frederick Banfield[1], [3], [4] Tucson, Arizona, USA Director	Chairman, Mintec Inc., a consulting and software company providing services to the mining industry, since 1970.	Since October 1999	245,000
Douglass "Scott" Barr[2], [3], [4] Centennial, Colorado, USA Director	Executive, Value Assurance, Newmont Mining Corporation since Dec. 2011, Technical Advisor to, and previously Executive VP and COO of, Golden Star Resources Ltd., since 2008. With Newmont Mining Corporation from 1995 to 2008, finishing as VP – Technical Strategy and Development	Since June 2011	0
Thomas C. Dawson [1], [3] Toronto, Ontario, Canada Director	Retired as Senior Audit and Accounting Partner, Deloitte Touche LLP in 1999	Since January 2006	35,700 directly 2,000 indirectly
Louis J. Fox[1], [2], [3] Ft. Lauderdale, Florida, USA Director	Private Businessman. From 1984 to 1999, a Senior Vice President of Gerald Metals, Inc.	Since January, 2000	300,750
Rudi P. Fronk Toronto, Ontario, Canada Director, President & CEO	President and CEO, Seabridge Gold Inc.	Since October 1999	1,150,000 directly 20,000 indirectly
Eliseo Gonzalez-Urien[2], [3], [4] Ashland, Oregon ,USA Director	Senior Technical Advisor, Seabridge Gold Inc. since 2003. Retired as Senior Vice President, Placer Dome Inc. in 2001.	Since January 2006	58,000
Jay Layman Breckenridge, Colorado, USA Executive Vice President and Chief Operating Officer	Executive Vice President and Chief Operating Officer, Seabridge Gold since March 2011; Independent Consultant (President of Tactical and Strategic Advisory Services LLC, August 2010 to February 2011, Vice President Solutions and Innovation, Newmont Mining Company from May 2007 to August 2010; Vice President Corporate Development, Hecla Mining Company, 2006 to April 2007	Since March 2011	0
Christopher Reynolds Oakville, Ontario, Canada Vice President, Finance and CFO	Vice President, Financeand Chief Financial Officer, Seabridge Gold since May 2011; Director of Paramount Gold and Silver Corp., since December 2009; October 2007 – April 2011 Vice President Finance and Chief Financial Officer, Norsemont Mining Inc.; January 2001 – October 2007 various positions - resigned as Senior Vice President, Chief Financial Officer and Corporate Secretary, SouthernEra Diamonds Inc.	Since May 2011	10,000
William E. Threlkeld Morrison, Colorado, USA Senior Vice President	Senior V.P., Seabridge Gold Inc. since 2001, consultant to Seabridge; 1997-2001	Since November 2001	265,000
R. Brent Murphy Yellowknife, NWT, Canada Vice President, Environmental Affairs	Vice President, Environmental Affairs, Seabridge Gold Inc. since December 2010, Manager, Environmental Affairs to Seabridge; March 2008 to December 2010, Environment and Sustainability Manager, Alaska Gold Company, June 2007 to March 2008, Chief Environmental Officer, EKATI Diamond Mine, BHP Billiton Diamonds Inc., January 2006 to June 2007	Since March 2008	1,000

Name, Municipality of Residence and Position	Principal Occupation or employment and, if not a previously elected director, occupation during the past 5 years	Previous Service as a Director/Officer	Number of Common Shares beneficially owned or, directly or indirectly, Controlled(5)
C. Bruce Scott West Vancouver, BC, Canada Vice President, Corporate Affairs and Corporate Secretary	President of CBCS Law Corporation, counsel to the Issuer, Partner, DuMoulin Black LLP January 1998-December 2011	Since Jan. 2012	9,000
Gloria M. Trujillo Toronto, Ontario, Canada Assistant Secretary	Assistant Corporate Secretary, Seabridge Gold since 2003; Manager of Administration and Webmaster, Seabridge Gold since 2000	Since June 2003	28,000

(1) Member of the Audit Committee.
(2) Member of the Compensation Committee
(3) Member of the Corporate Governance and Nominating Committee
(4) Member of the Technical Committee
(5) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at March 28, 2012, based upon information furnished to the Corporation by individual directors. Unless otherwise indicated, such shares are held directly.

As of March 28, 2012, the directors and executive officers of the Issuer, as a group, hold 3,434,575Common shares of the Issuer (excluding Common shares which may be acquired upon exercise of stock options held by them), representing 7.9% of the Issuer's issued and outstanding shares. Each director holds office until the next general meeting of the Issuer at which directors are elected.

Other than as set forth below, none of the Issuer's directors or executive officers is, as at the date of this Annual Information Form, or has been, within ten years before the date of this Annual Information Form, a director, chief executive officer or chief financial officer of any company (including the Issuer) that:

(a) was subject to an Order (as defined below) that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) was subject to an Order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

"Order" means a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation and, in each case, that was in effect for a period of more than 30 consecutive days.

None of the Issuer's directors or executive officers or any shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer:

(a) is, as at the date of this Annual Information Form or has been, within the ten years before the date of this Annual Information Form, a director or executive officer of any company, that while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(b) has, within the ten years before the date of this Annual Information Form, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officer or shareholder.

ITEM 9: AUDIT COMMITTEE INFORMATION

Audit Committee Charter

The Issuer's audit committee has a charter (the "**Audit Committee Charter**") in the form attached to this Annual Information Form as Schedule "A".

Composition of the Audit Committee

Each of the members of the Issuer's Audit Committee is independent and financially literate, as those terms are defined in Multilateral Instrument 52-110 ("**MI 52-110**").

Relevant Education and Experience

A description of the education and experience of each audit committee member that is relevant to the performance of his or her responsibilities as an audit committee member is set out below.

Thomas C. Dawson **(Chairman of the Audit Committee) –**Mr. Dawson has been a Chartered Accountant since 1961. He is a retired senior audit and accounting partner with 40 years of experience at Deloitte &Touche LLP, Chartered Accountants. He received his B.Comm. from Loyola College (now Concordia University), Canada, in 1959. Mr. Dawson is also a director of Water Furnace Renewable Energy Inc., a Canadian public company.

Louis Fox **–** Mr. Fox holds a B.A. from the University of Pittsburgh and a J.D. from the Boston University Law School. Mr. Fox has served on several public company boards and their respective audit committees. He has more than 25 years of experience in precious metals trading, merchanting and merchant banking activities. From 1984 to 1999, Mr. Fox was a Senior Vice President of Gerald Metals, Inc., an internationally recognized commodity trading, refining and merchant banking firm. Prior to Gerald Metals, from 1974 to 1981, Mr. Fox was a Vice President of J. Aron& Co., and Vice President of Goldman Sachs from 1981through 1984.

A. Frederick Banfield **–** Mr. Banfield is the Founder and Chairman of Mintec, Inc., Mr. Banfield was one of the original developers of MineSight™, recognized as the pre-eminent reserves modeling and mine design software system with more than 300 installations worldwide. Mr. Banfield has also been an independent reserves auditor and mine planning advisor to some of the world's leading gold mining organizations with respect to projects in the United States, Canada, Africa, Australia and Latin America. Mr. Banfield holds an Engineer of Mines degree from the Colorado School of Mines.

External Auditor Service Fees (by Category)

The aggregate fees billed by the Issuer's external auditors in the following categories for the 12 months ended December 31, 2011 and 2010 are as follows:

	2011	2010
Audit Fees	$196,500	$136,500
Audit Related Fees(1)	$75,000	$195,500
Tax Fees	5,425	$5,500
All Other Fees	7,500	-
Total	$284,425	$337,500

(1) For review of quarterly financial statements.

Pre-Approval of Audit and Non-Audit Services Provided by Independent Auditors

The Audit Committee nominates, for election by the Issuer's shareholders at the Issuer's annual general meeting, the Issuer's independent auditors to audit the Issuer's financial statements. The Audit Committee is authorized by the Issuer's Board of Directors to review the performance of the Issuer's external auditors, to approve in advance the provisions of services by the independent auditors and to consider the independence of the external auditors.

ITEM 10: CONFLICTS OF INTEREST

Certain of the Issuer's directors and officers serve or may agree to serve as directors or officers of other reporting companies or have significant shareholdings in other reporting companies and, to the extent that such other companies may pursue business objectives similar to those which the Issuer may pursue, the directors of the Issuer may have a conflict of interest respecting such pursuits. Under the corporate laws applicable to the Issuer, the directors of the Issuer are required to act honestly, in good faith and in the best interests of the Issuer and to disclose all conflicts to the directors so that appropriate procedures may be established for the circumstances, including abstaining from voting or the establishment of special committees.

ITEM 11: LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

The Issuer is not a party to any legal proceedings and does not knowof any such proceedings that are contemplated.

Regulatory Actions

There are no: (a) penalties or sanctions imposed against the Issuer by a court relating to securities legislation or by a securities regulatory authority during the Issuer's most recently completed financial year and up to the date of this Annual Information Form; (b) other penalties or sanctions imposed by a court or regulatory body against the Issuer that would likely be considered important to a reasonable investor in making an investment decision; or (c) settlement agreements the Issuer entered into with a court relating to securities legislation or with a securities regulatory authority during the Issuer's most recently completed financial year and up to the date of this Annual Information Form.

ITEM 12: INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director, executive officer or person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of the Issuer's outstanding Common shares, or any associate or affiliate of the foregoing, has had any material interest, direct or indirect, in any transaction within the three most recently completed financial years or during the current financial year prior to the date of this Annual Information Form that has materially affected or is reasonably expected to materially affect the Issuer.

ITEM 13: TRANSFER AGENTS AND REGISTRARS

The registrar and transfer agent for the Common shares is Computershare Investor Services Inc. at its principal office at 100 University Ave., 9th Floor, Toronto, Ontario, Canada M5J 2Y1 and co-transfer points at 510 Burrard Street, Vancouver, British Columbia, Canada V6C 3B9 and Computershare Trust Company, N.A., at 350 Indiana Street, Suite 800, Golden, Colorado, USA 80401.

ITEM 14: MATERIAL CONTRACTS

The Issuer is not a party to a material contract that was not entered into in the ordinary course of its business or that is otherwise required to be filed under section 12.2 of National Instrument 51-102 ("NI 51-102") at the time this Annual Information Form is filed or would be required to be filed under section 12.2 of NI 51-102 at the time this Annual Information Form is filed but for the fact that it was previously filed, other than the Option Agreement between Seabridge Gold Inc. and RGLD Gold Canada, Inc. dated June 16, 2011 and described under "*Description of the Issuer's Business – KSM Project – Royalty Option*".

ITEM 15: INTERESTS OF EXPERTS

Michael Lechner, Dr. John Huang, Hassan Ghaffari, Jim Gray, W.N. Brazier, Greg McKillop, Harold Bosche, Graham Parkinson, Darby Kreitz, Robert Parolin, Warren Newcomen, Kevin Jones, Adrian Bodolan, Tysen Hantelmann, Pierre Pelletier, Cameron Clayton, Nigel Goldup and Dr. Adrian Chantler, each being companies or persons who have been named as having prepared or participated in preparing reports relating to the Issuer's mineral properties referred to in this Annual Information Form or otherwise filed under NI 51-102 by the Issuer during, or relating to, the Issuer's most recently completed financial year or during the period thereafter to the date of this Annual Information Form, or any director, officer, employee or partner thereof, as applicable, received or has received a direct or indirect interest in the property of the Issuer or of any associate or affiliate of the Issuer. To the Issuer's knowledge, as at the dates of their respective reports, the aforementioned persons, and the directors, officers, employees and partners, as applicable, of each of the aforementioned companies and partnerships beneficially own, directly or indirectly, in total, less than one percent of the securities of the Issuer and none of them have received securities of the Issuer from the Issuer since such dates.

Neither the aforementioned persons, nor any director, officer, employee or partner, as applicable, of the aforementioned companies or partnerships, is currently expected to be elected, appointed or employed as a director, officer or employee of the Issuer or of any associate or affiliate of the Issuer.

The auditors of the Issuer are KPMG LLP, Chartered Accountants, of Toronto, Ontario. KPMG LLP, Chartered Accountants, is independent within the meaning of the Rules of Professional Conduct of the Ontario Institute of Chartered Accountants. KPMG LLP is registered with the Public Company Accounting Oversight Board (United States).

ITEM 16: ADDITIONAL INFORMATION

Additional information relating to the Issuer may be found on SEDAR at www.sedar.com. The information available at www.sedar.com includes copies of the full text of all of the technical reports prepared for the Issuer in respect of the Issuer's properties described herein.

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Issuer's securities, and securities authorized for issuance under equity compensation plans, where applicable, is contained in the Issuer's Information Circular for its most recent annual general meeting of securityholders that involved the election of directors.

Additional financial information is provided in the Issuer's consolidated financial statements and management's discussion and analysis for the Issuer's most recent completed financial year.

SCHEDULE A

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 Issuer adopts and follows a policy of full, plain, true and timely disclosure of material financial information to its stakeholders. It reviews all material matters affecting the risks and financial well being of the Issuer and is a key part of the Corporate Governance system. The Committee is mandated to satisfy the requirements of the Canada Business Corporations Act.

The Audit Committee meets at a minimum, quarterly and on such other occasions as required. The auditors are invited to attend the meetings called to discuss the annual audit plan and the final review of the year-end financial statements. At least annually, the Committee meets with the auditors to review management's performance relating to financial reporting matters.

Specifically, the Committee:

(a) reviews the annual statements of the Issuer and makes recommendations to the Board with respect to these statements,

(b) reviews the quarterly financial statements and makes recommendations to the Board regarding these financial statements,

(c) reviews and approves financial information in all prospectuses, offering circulars, and similar documents,

(d) oversees the adequacy and accuracy of the Issuer's financial disclosure policies and obligations,

(e) reviews significant accounting policies and estimates,

(f) monitors the Issuer's internal controls, financial systems and procedures, and management information systems,

(g) oversees management's reporting on internal control,

(h) meets with the Issuer's auditors to review management's financial stewardship and to review their recommendations to management, and

(i) recommends the appointment of auditors and reviews the terms of the audit engagement and the appropriateness of the proposed fee,

(j) reviews through discussions or by way of a formal document the plan followed for the annual audit with the auditors and management,

(k) evaluates the performance of the auditors,

(l) confirms the independence of auditors,

(m) establishes procedures for the receipt, retention and treatment of complaints received regarding accounting, internal accounting controls or auditing matters, and

(n) establishes procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

Exhibit 99.2

SEABRIDGE GOLD INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED DECEMBER 31, 2011

SEABRIDGE GOLD INC.

Management's Discussion and Analysis

The following is a discussion of the results of operations and financial condition of Seabridge Gold Inc. and its subsidiary companies for the years ended December 31, 2011 and 2010.This report is dated March 29, 2012 and should be read in conjunction with the audited consolidated financial statements for the years ended December 31, 2011 and 2010, the Company's Annual Information Form filed on SEDAR at www.sedar.com, and the Annual Report on Form 40-F filed on EDGAR at www.sec.gov/edgar.shtml. Other corporate documents are also available on SEDAR and EDGAR as well as the Company's website www.seabridgegold.net. As the Company has no operating project at this time, its ability to carry out its business plan rests with its ability to sell projects or to secure equity and other financings. All amounts contained in this document are stated in Canadian dollars unless otherwise disclosed.

Adoption of International Financial Reporting Standards ("IFRS")

Effective for fiscal years commencing on or after January 1, 2011, Canadian public companies, were required to move from reporting under Canadian generally accepted accounting principles ("GAAP") to International Financial Reporting Standards "IFRS". The accompanying consolidated financial statements for the year ended December 31, 2011 and the comparative year ended December 31, 2010 have been prepared by the Company in accordance with IFRS. Adjustments to comparative reporting and accounting policy decisions are described below under "IFRS".

Company Overview

Seabridge Gold Inc. is a development stage company engaged in the acquisition and exploration of gold properties located in North America. The Company is designed to provide its shareholders with leverage to a rising gold price. The Company's business plan is to increase its gold ounces in the ground but not to go into production on its own. The Company will either sell projects or participate in joint ventures towards production with major mining companies. During the period 1999 through 2002, when the price of gold was lower than it is today, Seabridge acquired 100% interests in eight advanced-stage gold projects situated in North America. Subsequently, the Company acquired a 100% interest in the Noche Buena project in Mexico. As the price of gold has moved higher over the past several years, Seabridge has commenced exploration activities and engineering studies at several of its projects. The Company sold the Noche Buena project for US$25 million ($30,842,000) in December 2008 and residual interests therein for US$10.1 million in 2010. Seabridge's current principal projects include the Courageous Lake property located in the Northwest Territories and the KSM (Kerr-Sulphurets-Mitchell) property located in British Columbia. Seabridge's common shares trade in Canada on the Toronto Stock Exchange under the symbol "SEA" and in the United States on the NYSE Amex stock exchange under the symbol "SA".

Selected Annual Information

Summary operating results ($000's - except per share amounts)	2011	2010	2009 (1)
Interest income	653	440	478
Gain on sale of Noche Buena project	-	10,180	-
Loss on convertible debenture	(758)	-	-
Unrealized gain on convertible debenture	-	486	-
Net (loss) income	(20,098)	3,323	(4,679)
Basic profit (loss) per share	(0.48)	0.08	(0.12)
Diluted profit (loss) per share	(0.48)	0.08	(0.12)

Summary balance sheets ($000's)	2011	2010	2009 (1)
Current assets	59,908	35,816	10,550
Mineral interests	167,211	130,730	91,214
Total assets	228,719	180,222	103,401
Total non-current liabilities	3,163	2,640	2,393

(1) Prepared under Canadian GAAP

Results of Operations

The net loss for the year ended December 31, 2011 was $20.1 million or $0.48 per share compared to a net profit of $3.3 million or $0.08 per share for 2010.

The two main items that led to the reversal of net profit, reported in 2010, to a net loss, reported in 2011, are the sale of the Company's residual interest in the Noche Buena project in 2010 and the recognition of previously unrecognized stock based compensation in 2011.

In 2010, the Company sold its residual interest in the Noche Buena project for gross proceeds of $10.2 million, before income taxes of $3.1 million. The Company sold its primary interest in the project in 2008 and kept a royalty on the project which it then sold in 2010. The Company continues to dispose of non-core assets through option arrangements and records payments as a recovery of the carrying costs in the projects. In 2011, the Company optioned its Grassy Mountain and Quartz Mountain projects and is actively finalizing agreements to dispose of its Red Mountain and Nevada projects in 2012.

In 2011, corporate and administrative expenses increased by $14.1 million, in the main, due to the recognition of the fair value of options granted in prior years. In 2011, $14.9 million of stock based compensation was charged to the statement of operations of which, $11.7 million was for options granted in 2008 and 2010. A summary of grants, fair values and charges to the statement of operations is as follows:

Options granted (000's except exercise prices)	Number of options	Exercise price	Fair value	Expensed prior to 2011	Expensed in 2011	Rem aining balance to be expensed
December 8, 2008	515,000	10.54	3,043	-	3,043	-
December 20, 2010	950,000	29.75	11,037	164	8,697	2,176
March 1, 2011	200,000	28.80	3,274	-	1,705	1,569
March 29, 2011	150,000	30.42	2,552	-	1,134	1,418
June 29, 2011	50,000	27.39	583	-	93	490
December 12, 2011	550,000	21.98	6,454	-	245	6,209
					14,917	11,863

Other corporate and administrative expenses remained comparable to the 2010 fiscal year. Employee costs dropped slightly in 2011 as higher management bonuses were earned in 2010 when increased resources at KSM and Courageous Lake warranted the awards. Staff levels and employee costs are expected to increase marginally in 2012 as permit applications are submitted for the KSM project and as the first preliminary feasibility study of the Courageous Lake project is finalized.

Professional fees were marginally higher in the current fiscal year over 2010 and general and administrative costs also increased by $0.3 million from $1.5 million in 2010 to $1.8 million in 2011. The increases for both professional fees and general and administrative support costs are commensurate with the heightened project activities and costs completing technical studies at both Courageous Lake and KSM. Costs are expected to increase marginally as the technical studies and permit applications are finalized in 2012.

In 2011, the Company recognized a $0.8 million loss on the conversion of a convertible debenture issued by ICN Resources Ltd. ("ICN"). In February 2009, the Company signed a letter for an option of its Hog Ranch property to ICN. The terms of the agreement required ICN to issue one million common shares to the Company, pay $0.5 million on closing and to issue a further one million common shares and pay a further $525,000 within 12 months of the agreement being accepted by the TSX Venture Exchange. In April 2009 the first one million shares and $0.5 million was received from ICN. In April 2010, the balance of the one million shares was received and the Company agreed to take back a $525,000 convertible debenture in place of the cash due. The debenture matured 18 months from issuance, bore interest at 5% per annum and on October 17, 2011 the principal was converted to 1,750,000 shares of ICN and accumulated interest was received in cash. On initial recognition, the convertible debenture value, in the amount of $525,000 was allocated between the debenture receivable ($385,000) and the related conversion option ($140,000) based on the fair value of the instruments. The carrying value of the conversion option was adjusted to fair value at each reporting period and any gain or loss was recognized in the statement of operations at that time. In 2010, the Company recognized a $0.5 million gain on the fair value of the conversion option.

Interest income improved slightly in 2011 over the comparable year and reflects a higher average cash balance throughout the current year as interest rates have not increased in the last twenty-four months. The Company's objective is to preserve the principal of its short-term investments and will seek to maximize on the return it can attract on its cash resources, however, current economic indicators do not point to enhanced returns in the near term.

The Company recorded $0.2 million of other income, in 2011, related to two private placements of flow-through shares it finalized in December 2011. A combined premium of $5.5 million was recognized as a liability on the statement of financial position and the balance of $21.9 million was recorded as share capital. The premium reflects the value the investors paid for the renounced expenditures purchased and deductible to them for tax purposes. At each reporting period, and as qualifying expenditures are incurred, the liability is reduced on a proportionate basis and income is recognized on the statement of operations. In 2011, based on qualifying expenditures made, the prorated value of the premium recorded as income was $0.2 million. In 2012, it is anticipated that the balance of the premium of $5.3 million will be amortized and recorded as other income.

The Company recognized a minimal foreign exchange gain in 2011 compared to 2010 when a $1.2 million gain was recorded. In 2010, the gain on foreign exchange was principally attributed to the conversion of US$ cash received from the equity financing into Canadian dollars.

Quarterly Information

Selected financial information for each of the last eight quarters ended December 31, 2011 is as follows (unaudited):

Quarterly operating results ($000's)	4th Quarter Ended December 31, 2011	3rd Quarter Ended September 30, 2011	2nd Quarter Ended June 30, 2011	1st Quarter Ended March 30, 2011
Revenue	-	-	-	-
Profit (Loss) for period	(5,143)	(3,706)	(8,112)	(3,137)
Basic profit (loss) per share	(0.11)	(0.09)	(0.20)	(0.08)
Diluted profit (loss) per share	(0.11)	(0.09)	(0.20)	(0.08)

Quarterly operating results ($000's)	4th Quarter Ended December 31, 2010	3rd Quarter Ended September 30, 2010	2nd Quarter Ended June 30, 2010	1st Quarter Ended March 30, 2010
Revenue	-	-	-	-
Profit (Loss) for period	5,594	(717)	(1,562)	8
Basic profit (loss) per share	0.14	(0.02)	(0.04)	0.00
Diluted profit (loss) per share	0.14	(0.02)	(0.04)	0.00

As mentioned above, the profit for the fourth quarter of 2010 was due to the $10.2 million profit from the sale of the residual interests in the Noche Buena project in Mexico net of related income taxes of $3.1 million.

Mineral Interests Activities

During the year ended December 31, 2011, the Company incurred expenditures of $41.3 million on mineral interests which compares to $39.2 million in the year ended December 31, 2010. In 2011, as in 2010, the majority of expenditures were on KSM, amounting to $27.6 million (2010- $28.9 million), and $13.2 million (2010 - $9.6 million) on Courageous Lake.

In 2011, significant charges were incurred to prepare and finalize the updated preliminary feasibility study filed in June for the KSM project. That study significantly increased mineral reserves to 38.5 million ounces of gold and 10 billion pounds of copper. Subsequent to the study's filing, additional drilling costs were incurred targeting higher grade material that could be brought into planned production earlier. The Company also spent considerable resources studying the effect of expanding planned mill throughput. Both the drilling and engineering studies resulted in a significant enhancement to the project's economics.

Work is continuing at KSM and expenditures in 2012 are expected to be comparable to those incurred in 2011 as the Company completes a new preliminary feasibility study and applies for environmental and other permits.

At Courageous Lake, significant work was completed on drilling, engineering, environmental and metallurgical assessments which culminated in a new resource estimate in January 2011 and the completion of revised economic assessment in June of 2011. Additional drilling and engineering work continued throughout 2011 in preparation of the first preliminary feasibility study planned to be completed in the second quarter of 2012. Expenditure levels are expected to escalate in 2012 from those incurred in 2011 as significant exploration costs are anticipated to seek out a second major deposit within the mainly untested 52 kilometer greenstone belt.

Liquidity and Capital Resources

In 2011, the Company closed two significant financings raising gross proceeds of $57.4 million.

In June 2011, the Company issued 1,019,000 common shares to Royal Gold Inc. ("Royal Gold") at $29.44 per share raising gross proceeds of $30 million. The purchase price for the shares was equal to a 15% premium over the market price of the Company's shares and provided Royal Gold an option to acquire a 1.25% net smelter royalty on all gold and silver production sales from the KSM property for the lesser of $100 million or US$125 million. The option is exercisable for a period of 60 days following the announcement of receipt of all material approvals and permits, full project financing and certain other conditions for the KSM project. Royal Gold also has an option to subscribe for an additional $18 million of shares of the Company at a price equal to a 15% premium over the then market price of the shares, and in doing so, would hold an additional option to purchase an additional 0.75% NSR on the gold and silver sales of KSM. The option to subscribe for the additional shares expires in December 2012.

In December 2011, the Company closed two private placement financings of 500,000 flow-through common shares each, at an average price per share of $27.35, raising gross proceeds of $27.4 million. The purchase price for 500,000 shares subscribed to, by residents of British Columbia, was $28.58 and represented a 30.5% premium over the market price of the Company's shares on December 6, 2011. The purchase price for 500,000 shares subscribed to, by residents outside of British Columbia, was $26.13 and represented a 19.3% premium over the market price of the Company's shares on the same day. For tax purposes, the Company has renounced its ability to deduct qualifying exploration expenditures for the equivalent value of the gross proceeds of the financings and has transferred the deductibility to the purchasers of the flow-through shares. The Company has committed to spend the full $27.4 million on qualifying expenditures over a twelve month period beginning on December 6, 2011. From December 6, 2011 to December 31, 2011, the Company incurred $976,000 of qualifying exploration expenditures and will spend $26.4 million in 2012.

The Company's working capital position, at December 31, 2011, was $51.7 million up from $32 million at the end of 2010. In 2011, the Company received $3.8 million (2010 - $6 million) from the exercise of stock options. Cash and short-term deposits at December 31, 2011 totaled $54.3 million, up from $30.8 million December 31, 2010. At December 31, 2010, the Company also had an $11 million two year bank guaranteed investment which was classified as a long-term asset as the maturity exceeded twelve months. In 2011 the investment was classified as a short term deposit.

Operating activities used $3.2 million in 2011 compared to $7.2 million in 2010 when $3.1 million in taxes were incurred on the gain recognized for the Noche Buena disposition.

		Payments due by period			
Contractual obligations ($000's)	**Total**	**2012**	**2013-14**	**2015-16**	**After 2016**
Mineral interests	4,088	482	911	911	1,784
Flow-through expenditures	26,400	26,400	-	-	-
Business premises operating lease	693	132	264	264	33
	31,181	27,014	1,175	1,175	1,817

Amounts shown for mineral interests include option payments and mineral lease payments that are required to maintain the Company's interest in the mineral projects.

Outlook

During 2012, the Company plans to continue to advance its two major gold projects, KSM and Courageous Lake and will continue to seek opportunities to either sell or joint venture one or both of the projects. A joint venture arrangement with a major mining partner would enable the Company to move the projects toward production.

In 2011, the Company announced its intention to transfer certain US mineral properties to a newly created company called Wolfpack Gold Corp. ("Wolfpack"). Some of the properties will be optioned to Wolfpack and while others will be transferred in exchange for shares in Wolfpack. The transaction is conditional on certain approvals and events transpiring including the listing of Wolfpack's shares on the Toronto Stock Exchange. Similar to this transaction, the Company will continue to divest of other non-core assets while maintaining an interest in the purchaser thereby enjoying any future successes, without incurring the carrying costs.

Disclosure Controls and Procedures

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to management, including the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO), on a timely basis so that appropriate decisions can be made regarding public disclosure. As at December 31, 2011, the Company's management, with the participation of the CEO and CFO, has evaluated the effectiveness of the Company's disclosure controls and procedures as defined in National Instrument 52-109 of the Canadian Securities Administrators and has concluded that such controls and procedures are effective.

Internal Controls Over Financial Reporting

The Company's management, under the supervision of the CEO and the CFO, are responsible for establishing and maintaining the Company's internal controls over financial reporting. Management conducted an evaluation of internal controls over financial reporting based on the framework established in "Internal Control – Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, the CEO and CFO concluded that the Company's internal controls over financial reporting were effective as at December 31, 2011.

Shares Issued and Outstanding

At March 29, 2011, the issued and outstanding common shares of the Company totaled 43,451,885. In addition, there were 2,763,300 stock options granted and outstanding. Assuming the exercise of all outstanding options, there would be 46,215,185 common shares issued and outstanding.

Related Party Transactions

During the year ended December 31, 2011, a private company controlled by a director of the Company was paid $35,600 (2010 - $37,000) for technical services provided by his company related to mineral properties; a private company controlled by a second director was paid $337,500 (2010 - $460,000) for corporate consulting fees for services rendered; and a third director was paid $15,800 (2009 - $16,300) for geological consulting. These transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

IFRS

As at January 1, 2011, the Company commenced reporting under IFRS and this management's discussion and analysis and the accompanying consolidated financial statements for the year ended December 31, 2011 are reported under IFRS. The adoption of IFRS has not had an impact on the cash flows or the controls of the Company.

Changes in Accounting Standards Not Yet Adopted

IFRS 9 Financial Instruments - In November 2009, the IASB issued IFRS 9 Financial Instruments as the first step in its project to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on an entity's business model and the contractual cash flow of the financial asset. Classification is made at the time the financial asset is initially recognized, namely when the entity becomes a party to the contractual provisions of the instrument. IFRS 9 is effective for annual periods beginning on or after January 1, 2015. The Company is currently assessing the impact of adopting IFRS 9 on the consolidated financial statements.

IFRS 10 Consolidated Financial Statements - In May 2011, the IASB issued IFRS 10 Consolidated Financial Statements to replace IAS 27 Consolidated and Separate Financial Statements and SIC 12 Consolidation – Special Purpose Entities. The new consolidation standard changes the definition of control so that the same criteria apply to all entities, both operating and special purpose entities, to determine control. The revised definition focuses on the need to have both power and variable returns before control is present. IFRS 10 must be applied starting January 1, 2013 with early adoption permitted. The Company is currently assessing the impact of adopting IFRS 10 on the consolidated financial statements.

IFRS 11 Joint Arrangements - In May 2011, the IASB issued IFRS 11 Joint Arrangements to replace IAS 31, Interests in Joint Ventures. The new standard defines two types of arrangements: Joint Operations and Joint Ventures. The focus of IRFS 11 is on the rights and obligations of the parties involved in the joint arrangement. IFRS 11 must be applied starting January 1, 2013 with early adoption permitted. The Company is currently assessing the impact of adopting IFRS 11 on the consolidated financial statements.

IFRS 12 Disclosure of Interests in Other Entities - In May 2011, the IASB issued IFRS 12 Disclosure of Interests in Other Entities to create a comprehensive disclosure standard to address the requirements for
subsidiaries, joint arrangements and associates including the reporting entity's involvement with other entities. It also includes the requirements for unconsolidated structured entities (i.e. special purpose entities). IFRS 12 must be applied starting January 1, 2013 with early adoption permitted. The Company is assessing the impact of adopting IFRS 12 on the consolidated financial statements.

IFRS 13 Fair Value Measurement - In May 2011, the IASB issued IFRS 13 Fair Value Measurement as a single source of guidance for all fair value measurements required by IFRS to reduce the complexity and improve consistency across its application. The standard provides a definition of fair value and guidance on how to measure fair value as well as a requirement for enhanced disclosures. Enhanced disclosures about fair value are required to enable financial statement users to understand how the fair values were derived. IFRS 13 must be applied starting January 1, 2013 with early adoption permitted. The Company is currently assessing the impact of adopting IFRS 13 on the consolidated financial statements.

IFRIC 20 Stripping Costs in the Production Phase of a Surface Mine - In October 2011, the IASB issued IFRIC 20 Stripping Costs in the Production Phase of a Surface Mine. IFRIC 20 provides guidance on the accounting for the costs of stripping activity in the production phase of surface mining when two benefits accrue to the entity from the stripping activity: useable ore that can be used to produce inventory and improved access to further quantities of material that will be mined in future periods. IFRIC 20 must be applied starting January 1, 2013 with early adoption permitted. Due to the pre-development stage that the Company is currently in, and its business model, the Company does not believe that IFRIC 20 will have an impact on the consolidated financial statements in the foreseeable future.

Risks and Uncertainties

The following discussion on risks and uncertainties should be read in conjunction with documentation contained in the Company's Annual Information Form filed on SEDAR at www.sedar.com, and the Annual Report on Form 40-F filed on EDGAR at www.sec.gov/edgar.shtml.

Metal Prices

Factors beyond the control of the Company affect the price and marketability of any gold or other minerals discovered. Metal prices have fluctuated widely, particularly in recent years and are affected by numerous factors beyond the Company's control, including international, economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, faith in paper currencies, global or regional consumption patterns, speculative activities and worldwide production levels. The effect of these factors cannot accurately be predicted. However, as the Company is highly leveraged to the price of gold, fluctuations in the gold price should have an even greater impact on the price of the Company's shares.

Uncertainty of Mineral Resources and Mineral Reserves

The Company reports mineral resources and mineral reserves in accordance with the requirements of Canadian securities laws, which differ from the requirements of U.S. securities laws. Mineral resources and mineral reserves have been prepared in accordance with the Canadian National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101") and the Canadian Institute of Mining and Metallurgy and Petroleum Classification System. NI 43-101 is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. These standards differ significantly from the requirements of the SEC, including Industry Guide 7 under the US Securities Act of 1933.

The statements of mineral resources and mineral reserves disclosed by the Company are estimates only and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Such estimates necessarily include presumptions of continuity of mineralization which may not actually be present. Market fluctuations and the prices of metals may render mineral resources and mineral reserves uneconomic. Mineral resources are not mineral reserves and do not have demonstrated economic viability.

The Company's mineral projects are in various stages of development, and only the Company's KSM project contains mineral reserves. The Company's ability to put these properties into production will be dependent upon the results of further drilling and evaluation. There is no certainty that expenditures made in the exploration of the Company's mineral properties will result in identification of commercially recoverable quantities of ore or that ore reserves will be mined or processed profitably. The mineral resources and mineral reserves have been determined and valued based on assumed mineral prices, cut-off grades and operating costs that may prove to be inaccurate. Extended declines in market prices for minerals may render portions of the Company's mineralization as uneconomic and result in reduced reported mineralization. Greater assurance will require completion of final comprehensive feasibility studies and, possibly, further associated exploration and other work that concludes a potential mine at each of these projects is likely to be economic, but such studies remain subject to the same risks and uncertainties.

Exploration and Development Risks

The business of exploring for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. At present, none of the Company's properties have a known body of commercial ore. Major expenses may be required to establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current development programs planned by the Company will result in a profitable commercial mining operation. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, cave-ins, land slides and the inability to obtain suitable or adequate machinery, equipment or labour are other risks involved in the operation of mines and the conduct of exploration programs. The Company has limited experience in the development and operation of mines and in the construction of facilities required to bring mines into production. The Company has relied and may continue to rely upon consultants for development and operating expertise. The economics of developing mineral properties are affected by many factors including the cost of operations, variations of the grade of ore mined and fluctuations in the price of minerals produced. Depending on the price of minerals produced, the Company may determine that it is impractical to commence or continue commercial production. Although precautions to minimize risk will be taken, processing operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas which may result in environmental pollution and consequent liability.

Mineral Deposits and Production Costs

Mineral deposits and production costs are affected by such factors as environmental permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of any ore ultimately mined may differ from that indicated by drilling results. Short-term factors relating to ore reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on mining operations and on the results of operations. There can be no assurance that any gold, copper or other minerals recovered in small scale laboratory tests will be duplicated in large scale tests under on-site conditions or in production scale heap leaching.

Currency Exchange Rate Fluctuation

The minerals present in the Company's projects are sold in U.S. dollars and therefore projected revenue of its projects is in U.S. dollars. The Company's material properties are located in Canada and therefore its projected expenses for developing its projects are in Canadian dollars. The prefeasibility report and preliminary assessments on the KSM and Courageous Lake projects use a U.S. dollar value for all projected expenses by converting projected Canadian dollar expenses into U.S. dollars. To the extent the actual Canadian dollar to U.S. dollar exchange rate is less than or more than these estimates, the profitability of the projects will be more than or less than that estimated in the preliminary assessments, respectively (if the other assumptions are realized).

Financing Risks

The Company has limited financial resources, has no operating cash flow and has no assurance that sufficient funding will be available to it for further exploration and development of its projects or to fulfill its obligations under any applicable agreements. The exploration of the Company's mineral properties is, therefore, dependent upon the Company's ability to obtain financing through the sale of projects, joint venturing of projects, or equity financing or other means. Such sources of financing may not be available on acceptable terms, if at all. Failure to obtain such financing may result in delay or indefinite postponement of exploration work on the Company's mineral properties, as well as the possible loss of such properties. Any transaction involving the issuance of previously authorized but unissued shares of common or preferred stock, or securities convertible into common stock, could result in dilution, possibly substantial, to present and prospective holders of common stock. These financings may be on terms less favorable to the Company than those obtained previously. The Company has stated that its business plan is to increase gold ounces in the ground but not to go into production on its own.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

Competition

The mineral industry is intensely competitive in all its phases. The Company competes with many companies possessing greater financial resources and technical facilities than itself for the acquisition of mineral concessions, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees.

Environmental and other Regulatory Requirements

The Company's potential mining and processing operations and exploration activities are subject to various laws and regulations governing land use, the protection of the environment, prospecting, development, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, mine safety and other matters. Such operations and exploration activities are also subject to substantial regulation under these laws by governmental agencies and may require that the Company obtain permits from various governmental agencies. Companies engaged in the development and operation of mines and related facilities generally experience increased costs, and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. The Company believes it is in substantial compliance with all material laws and regulations which currently apply to its activities. There can be no assurance, however, that all permits which the Company may require for construction of mining facilities and conduct of mining operations will be obtainable on reasonable terms or that such laws and regulations would not have an adverse effect on any mining project which the Company might undertake.

Additional permits and studies, which may include environmental impact studies conducted before permits can be obtained, are necessary prior to operation of properties in which the Company has interests and there can be no assurance that the Company will be able to obtain or maintain all necessary permits that may be required to commence construction, development or operation of mining facilities at these properties on terms which enable operations to be conducted at economically justifiable costs.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions there under, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

To the best of the Company's knowledge, the Company is operating in compliance with all applicable environmental regulations.

Political Risk

Properties in which the Company has, or may acquire, an interest are, or may be, located in areas of Canada or the United States which may be of particular interest or sensitivity to one or more interest groups, including aboriginal groups claiming title to land. The Company's material properties are in British Columbia and the Northwest Territories of Canada and are in areas with a First Nations presence. Consequently, mineral exploration and mining activities in those areas may be affected in varying degrees by political uncertainty, expropriations of property and changes in applicable government policies and regulation such as tax laws, business laws, environmental laws, native land claims entitlements or procedures and mining laws, affecting the Company's business in those areas. Any changes in regulations or shifts in political conditions are beyond the control or influence of the Company and may adversely affect its business, or if significant enough, may result in the impairment or loss of mineral concessions or other mineral rights, or may make it impossible to continue its mineral exploration and mining activities. In many cases mine construction and commencement of mining activities is only possible with the consent of the local First Nations group and many companies have secured such consent by committing to take measures to limit the adverse impact to, and ensure some of the economic benefits of the construction and mining activity will be enjoyed by, the local First Nations group.

Foreign Operations

During 2011, the Company had interests in certain properties located in the United States. Foreign properties, operations and investments may be adversely affected by local political and economic developments, including exchange controls, currency fluctuations, changes in taxation laws or policies as well as by-laws and policies of the United States and Canada affecting foreign trade, investment and taxation.

Limited Operating History: Losses

The Company to date has limited experience in mining or processing of metals. The Company has experienced, on a consolidated basis, losses in most years of its operations. All activities have been of an exploration and development nature. There can be no assurance that the Company will generate profits in the future.

Critical Accounting Estimates

Critical accounting estimates used in the preparation of the consolidated financial statements include the Company's estimate of recoverable value of its mineral properties and related deferred exploration expenditures as well as the value of stock-based compensation. Both of these estimates involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control.

The factors affecting stock-based compensation include estimates of when stock options and compensation warrants might be exercised and the stock price volatility. The timing for exercise of options is out of the Company's control and will depend upon a variety of factors, including the market value of the Company's shares and financial objectives of the stock-based instrument holders. The Company used historical data to determine volatility in accordance with the Black-Scholes model. However, the future volatility is uncertain and the model has its limitations.

The recoverability of the carrying value of mineral properties and associated deferred exploration expenses is based on market conditions for minerals, underlying mineral resources associated with the properties and future costs that may be required for ultimate realization through mining operations or by sale. The Company is in an industry that is dependent on a number of factors including environmental, legal and political risks, the existence of economically recoverable reserves, the ability of the Company and its subsidiaries to obtain necessary financing to complete the development, and future profitable production or the proceeds of disposition thereof.

Forward Looking Statements

These consolidated financial statements and management's discussion and analysis contain certain forward-looking statements relating but not limited to the Company's expectations, intentions, plans and beliefs. Forward-looking information can often be identified by forward-looking words such as "anticipate", "believe", "expect", "goal", "plan", "intend", "estimate", "may" and "will" or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. Forward-looking information may include reserve and resource estimates, estimates of future production, unit costs, costs of capital projects and timing of commencement of operations, and is based on current expectations that involve a number of business risks and uncertainties. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, failure to establish estimated resources and reserves, the grade and recovery of ore which is mined varying from estimates, capital and operating costs varying significantly from estimates, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects and other factors. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from expected results.

Potential shareholders and prospective investors should be aware that these statements are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward-looking statements. Shareholders are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and various future events will not occur. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking information whether as a result of new information, future events or other such factors which affect this information, except as required by law.

Exhibit 99.3

SEABRIDGE GOLD INC.

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED
DECEMBER 31, 2011

Management's Responsibility for Financial Statements

The accompanying consolidated financial statements have been prepared by management in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board. Financial statements include certain amounts based on estimates and judgments. When an alternative method exists under IFRS, management has chosen that which it deems most appropriate in the circumstances in order to ensure that the consolidated financial statements are presented fairly, in all material respects, in accordance with IFRS.

The Company maintains adequate systems of internal accounting and administrative controls. Such systems are designed to provide reasonable assurance that transactions are properly authorized and recorded, the Company's assets are appropriately accounted for and adequately safeguarded and that the financial information is relevant and reliable.

The Board of Directors of the Company is responsible for ensuring that management fulfills its responsibilities for financial reporting, and is ultimately responsible for reviewing and approving the consolidated financial statements and the accompanying management's discussion and analysis. The Board of Directors carries out this responsibility principally through its Audit Committee.

The Audit Committee is appointed by the Board of Directors and all of its members are non-management directors. The Audit Committee meets periodically with management and the external auditors to discuss internal controls, auditing matters and financial reporting issues, and to satisfy itself that each party is properly discharging its responsibilities. The Audit Committee also reviews the consolidated financial statements, management's discussion and analysis, the external auditors' report, examines the fees and expenses for audit services, and considers the engagement or reappointment of the external auditors. The Audit Committee reports its findings to the Board of Directors for its consideration when approving the consolidated financial statements for issuance to the shareholders. KPMG LLP, the external auditors, have full and free access to the Audit Committee.

Rudi P. Fronk
President & CEO
March 29, 2012

Christopher J. Reynolds
Vice President, Finance and Chief Financial Officer
March 29, 2012

KPMG LLP
Chartered Accountants
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INDEPENDENT AUDITORS' REPORT OF REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholdersof Seabridge Gold Inc.

We have audited the accompanying consolidated financial statements of Seabridge Gold Inc., which comprise the consolidated statements of financial position as at December 31, 2011, December 31, 2010 and January 1, 2010, the consolidated statements of operations and comprehensive (loss) income, changes in shareholders' equity and cash flows for the years ended December 31, 2011 and December 31, 2010, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements
Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board , and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility
Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards and the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidatedfinancial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances.An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion
In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of Seabridge Gold Inc. as at December 31, 2011, December 31, 2010 and January 1, 2010, and its consolidated financial performance and its consolidated cash flows for the years ended December 31, 2011 and December 31, 2010 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board**.**

/s/ KPMG LLP
Chartered Accountants**,** Licensed Public Accountants

Toronto, Canada
March 29, 2011

SEABRIDGE GOLD INC.
Consolidated Statements of Financial Position
(Expressed in thousands of Canadian dollars)

	Note	December 31, 2011	December 31, 2010 (Note 18)	January 1, 2010 (Note 18)
Assets				
Current assets				
Cash and cash equivalents	**4**	**7,063**	1,044	285
Short-term deposits	**4**	**47,241**	29,712	9,002
Amounts receivable and prepaid expenses		**1,232**	3,131	466
Marketable securities		**4,372**	1,929	797
		59,908	35,816	10,550
Non-current assets				
Long-term guaranteed investment	**4**	**-**	11,000	-
Convertible debenture	**5**	**-**	1,078	-
Mineral interests	**6**	**167,211**	130,730	94,672
Reclamation deposits	**7**	**1,588**	1,550	1,552
Property and equipment		**12**	48	85
Total non-current assets		**168,811**	144,406	96,309
Total assets		**228,719**	180,222	106,859
Liabilities and shareholders' equity				
Current liabilities				
Accounts payable and accrued liabilities	**8**	**2,934**	3,725	1,376
Other liabilities - flow-through share premium	**10**	**5,260**	-	-
Income taxes payable		**-**	44	34
		8,194	3,769	1,410
Non-current liabilities				
Income taxes payable		**78**	78	137
Deferred income tax liabilities	**15**	**1,122**	624	279
Provision for reclamation liabilities	**9**	**1,963**	1,938	4,347
Total non-current liabilities		**3,163**	2,640	4,763
Total liabilities		**11,357**	6,409	6,173
Shareholders' equity	**10**	**217,362**	173,813	100,686
Total liabilities and shareholders' equity		**228,719**	180,222	106,859

Subsequent events *(Note 6, 18)*
Contingencies and Commitments *(Note 16)*
The accompanying notes form an integral part of these consolidated financial statements.

These financial statements were approved by the Board of Directors and authorized for issue on March 29, 2012 and were signed on its behalf:





Rudi P. Fronk
Director

James S. Anthony
Director

SEABRIDGE GOLD INC.
Consolidated Statements of Operations and Comprehensive (Loss) Income
(Expressed in thousands of Canadian dollars except common share and per common share amounts)

	Note	2011	2010 (Note 18)
Corporate and administrative expenses	11	(19,840)	(5,780)
Loss on convertible debenture		(758)	-
Unrealized gain on convertible debenture		-	486
Interest income	12	653	440
Finance expense	9	(25)	(67)
Other income - flow-through shares	10	195	
Gain on sale of Noche Buena		-	10,180
Gain on sale of marketable securities		154	-
Foreign exchange gain		21	1,160
(Loss) income before income taxes		(19,600)	6,419
Income tax expense	15	(498)	(3,096)
(Loss) income for the year		(20,098)	3,323
Other comprehensive income (loss), net of income taxes:			
Unrecognized (loss) gain on financial assets (effect of tax in 2011 - nil, 2010 - $303 expense)		(937)	674
Comprehensive (loss) income for the year		(21,035)	3,997
Basic and diluted net (loss) income per			
		(0.48)	0.08
Common Share			
Basic weighted-average number of common shares outstanding		41,950,424	40,130,184

The accompanying notes form an in tegral part of these consolidated financial statements.

SEABRIDGE GOLD INC.
Consolidated Statements of Changes in Shareholders' Equity
(Expressed in thousands of Canadian dollars)

	Note	Share Capital	Stock Options	Contributed Surplus	Deficit	Accumulated Other Comprehensive Income	Total Equity
As at January 1, 2011		188,385	5,028	283	(20,730)	847	173,813
Shares - exercise of options		5,429	(1,610)	-	-	-	3,819
Options expired		-	(44)	44	-	-	-
Private placement	10	45,848	-	-	-	-	45,848
Stock-based compensation	10	-	14,917	-	-	-	14,917
Other comprehensive loss		-	-	-	-	(937)	(937)
Net loss		-	-	-	(20,098)	-	(20,098)
As at December 31, 2011		239,662	18,291	327	(40,828)	(90)	217,362
As at January 1, 2010		117,428	7,012	126	(24,053)	173	100,686
Shares - prospectus financing		62,708	-	-	-	-	62,708
Shares - exercise of options		8,249	(2,280)	-	-	-	5,969
Options expired		-	(157)	157	-	-	-
Stock-based compensation		-	453	-	-	-	453
Other comprehensive gain		-	-	-	-	674	674
Net income		-	-	-	3,323	-	3,323
As at December 31, 2010		188,385	5,028	283	(20,730)	847	173,813

The accompanying notes form an integral part of these consolidated financial statements.

SEABRIDGE GOLD INC.
Consolidated Statements of Cash Flows
(Expressed in thousands of Canadian dollars)

	2011	2010 (Note 18)
Operating Activities		
Net (loss) income	**(20,098)**	3,323
Items not affecting cash:		
Gain on sale of marketable securities	**(154)**	-
Gain on sale of Noche Buena	**-**	(10,180)
Unrealized gain on convertible debenture	**-**	(486)
Loss on convertible debenture	**758**	-
Accretion of convertible debenture	**(74)**	(66)
Stock-based compensation	**14,917**	453
Finance expense	**25**	67
Depreciation	**31**	37
Other income - flow-though shares	**(195)**	-
Deferred income taxes	**498**	42
Changes in non-cash working capital items		
Amounts receivable and prepaid expenses	**1,899**	(2,665)
Accounts payable and accrued liabilities	**(791)**	2,349
Changes in income taxes payable	**44**	(49)
Net cash used in operating activities	**(3,228)**	(7,175)
Investing Activities		
Mineral interests	**(41,305)**	(39,215)
Net proceeds on sale of Noche Buena project	**-**	10,180
Short-term investments and reclamation deposits	**(17,567)**	(20,708)
Investing in marketable securities	**(2,750)**	-
Long-term guaranteed investments	**11,000**	(11,000)
Proceeds from disposal of marketable securities	**830**	-
Proceeds from disposal of property and equipment	**3**	-
Net cash used in investing activities	**(49,789)**	(60,743)
Financing Activities		
Issue of share capital	**59,036**	68,677
Net increase in cash during the year	**6,019**	759
Cash and cash equivalents, beginning of year	**1,044**	285
Cash and cash equivalents, end of year	**7,063**	1,044

The accompanying notes form an integral part of these consolidated financial statements.

1. Reporting entity

Seabridge Gold Inc. is comprised of Seabridge Gold Inc. (the "Parent") and its subsidiaries and is a development stage company engaged in the acquisition and exploration of gold properties located in North America. The Company was incorporated under the laws of British Columbia, Canada on September 4, 1979 and continued under the laws of Canada on October 31, 2002. Its common shares are listed on the Toronto Stock Exchange trading under the symbol "SEA" and on the NYSE AMEX Equities exchange under the symbol "SA". The Company is domiciled in Canada, the address of its registered office is 10th Floor, 595 Howe Street, Vancouver, British Columbia, Canada V6C 2T5 and the address of its corporate office is 106 Front Street East, 4th Floor, Toronto, Ontario, Canada M5A 1E1.

2. Statement of compliance and basis of presentation

These consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These are the Company's first IFRS annual consolidated financial statements. IFRS 1 First-time Adoption of IFRS ("IFRS 1") has been applied and the impact of the transition from Canadian Generally Accepted Accounting Principles ("GAAP") to IFRS is explained in note 18. Previously, the Company prepared its annual consolidated financial statements in accordance with Canadian GAAP.

These financial statements were authorized for issuance by the Board of Directors of the Company on March 29, 2012.

3. Significant accounting policies

The significant accounting policies used in the preparation of these consolidated financial statements are described below.

(a) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis, except for the revaluation of available for sale financial assets which are measured at fair value.

(b) Basis of consolidation

Subsidiaries
Subsidiaries are entities over which the Company has the power, directly or indirectly, to govern the financial and operating policies of the entity so as to obtain benefits from its activities. In assessing control, potential voting rights that are presently exercisable or convertible, are taken into account in the assessment of whether control exists. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are deconsolidated from the date on which control ceases.

Business acquisitions are accounted for using the acquisition method whereby acquired assets and liabilities are recorded at fair value as of the date of acquisition with the excess of the purchase consideration over such fair value being recorded as goodwill and allocated to cash generating units. Non-controlling interest in an acquisition may be measured at either fair value or at the non-controlling interest's proportionate share of the fair value of the acquiree's net identifiable assets.

If the fair value of the net assets acquired exceeds the purchase consideration, the difference is recognized immediately as a gain in the consolidated statement of operations.

Where a business combination is achieved in stages, previously held equity interests in the acquiree are re-measured at acquisition-date fair value and any resulting gain or loss is recognized in the consolidated statement of operations. Acquisition related costs are expensed during the period in which they are incurred, except for the cost of debt or equity instruments issued in relation to the acquisition which is included in the carrying amount of the related instrument. Certain fair values may be estimated at the acquisition date pending confirmation or completion of the valuation process. Where provisional values are used in accounting for a business combination, they may be adjusted retrospectively in subsequent periods. However, the measurement period will not exceed one year from the acquisition date.

(c) **Translation of foreign currencies**

These consolidated financial statements are presented in Canadian dollars, which is the Company's, and each of its subsidiary's, functional currency.

Foreign currency transactions are translated into Canadian dollars using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the consolidated statement of operations.

Monetary assets and liabilities of the Company denominated in a foreign currency are translated into Canadian dollars at the rate of exchange at the balance sheet date. Non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at average exchange rates prevailing during the period. Exchange gains and losses are included in the statement of operations for the year.

(d) **Critical accounting estimates and judgments**

In applying the Company's accounting policies in conformity with IFRSs, management is required to make judgments, estimates and assumptions about the carrying amounts of certain assets and liabilities. These estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

(e) **Critical accounting judgments**

The following are the critical judgments, excluding those involving estimations, that the Company have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognized in the financial statements (refer to appropriate accounting policies for details).

- Reclamation obligations (Note 9)
- Review of asset carrying values and impairment charges (Note 6)
- Valuation of share based payments (Note 10)

(f) **Key sources of estimation uncertainty**

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next fiscal year.

- Estimation of reclamation liabilities and timing of expenditures (Note 9)
- Valuation of share based payments (Note 10)

(g) **Cash, short-term deposits and long-term guaranteed investment**

Cash, short-term deposits and long-term guaranteed investment consist of balances with banks and investments in money market instruments. These investments are carried at fair value through profit or loss. Cash and cash equivalents consist of investments with maturities of up to 90 days at the date of purchase. Short-term deposits consist of investments with maturities from 91 days to one year at the date of purchase plus the long-term guaranteed investment with less than one year to maturity. The long-term guaranteed investment consists of an investment with a term greater than one year.

(h) **Marketable securities**

Investments in marketable securities accounted for as available for sale securities are recorded at fair value. The fair values of the investments are determined based on the closing prices reported on recognized securities exchanges and over-the-counter markets. Such individual market values do not necessarily represent the realizable value of the total holding of any security, which may be more or less than that indicated by market quotations. When there has been a loss in the value of an investment in marketable securities that is determined to be other than a temporary decline, the investment is written down to recognize the loss and recorded in the statement of operations. Increases in the market value of investments are recorded in other comprehensive income net of related income taxes.

(i) **Mineral interests**

Mineral resource properties are carried at cost. The Company considers exploration and development costs and expenditures to have the characteristics of property, plant and equipment and, as such, the Company capitalizes all exploration costs, which include license acquisition costs, advance royalties, holding costs, field exploration and field supervisory costs and all costs associated with exploration and evaluation activities relating to specific properties as incurred, until those properties are determined to be economically viable for mineral production. General and administrative costs are only included in the measurement of exploration and evaluation costs where they are related directly to activities in a particular area of interest.

Once a project has been established as commercially viable and technically feasible, related development expenditure are capitalized. This includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial operations.

The actual recovery value of capitalized expenditures for mineral properties and deferred exploration costs will be contingent upon the discovery of economically viable reserves and the Company's financial ability at that time to fully exploit these properties or determine a suitable plan of disposition.

When a decision is made to proceed with development in respect of a particular area of interest, the relevant exploration and evaluation asset is tested for impairment, reclassified to development properties, and then amortized over the life of the reserves associated with the area of interest once mining operations have commenced.

(j) **Property and equipment**

Property and equipment are stated at cost, less accumulated amortization and accumulated impairment losses. The cost of property and equipment comprises its purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and the estimated close down and restoration costs associated with the asset. Depreciation is provided using the straight-line method at an annual rate of 20% from the date of acquisition. Residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. Changes to the estimated residual values or useful lives are accounted for prospectively.

(k) **Impairment of non-financial assets**

The carrying value of the Company's mineral interests is assessed for impairment when indicators of such impairment exist. Property and equipment is assessed for impairment at the end of each reporting period. If any indication of impairment exists, an estimate of the asset's recoverable amount is calculated to determine the extent of the impairment loss, if any. The recoverable amount is determined as the higher of the fair value less costs to sell for the asset and the asset's value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

Impairment is determined on an asset by asset basis, whenever possible. If it is not possible to determine impairment on an individual asset basis, then impairment is considered on the basis of a cash generating unit (“CGU”). CGUs represent the lowest level for which there are separately identifiable cash inflows that are largely independent of the cash flows from other assets or other group of assets. If the carrying amount of the asset exceeds its recoverable amount, the asset is impaired and an impairment loss is charged immediately to the statement of comprehensive loss so as to reduce the carrying amount to its recoverable amount. Impairment losses related to continuing operations are recognized in the statement of comprehensive loss.

If the carrying amount of the asset exceeds its recoverable amount, the asset is impaired and an impairment loss is charged immediately to the statement of comprehensive loss so as to reduce the carrying amount to its recoverable amount. Impairment losses related to continuing operations are recognized in the statement of comprehensive loss.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company makes an estimate of the recoverable amount.

A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If this is the case, the carrying amount of the asset is increased to its recoverable amount. The increased amount cannot exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of comprehensive loss.

(l) **Reclamation liabilities**

Provisions for environmental restoration are recognized when: (i) the Company has a present legal or constructive obligation as a result of past exploration, development or production events; (ii) it is probable that an outflow of resources will be required to settle the obligation; (iii) and the amount has been reliably estimated. Provisions do not include any additional obligations which are expected to arise from future disturbance.

Costs are estimated on the basis of a formal report and are subject to regular review.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. When estimates of obligations are revised, the present value of the changes in obligations is recorded in the period by a change in the obligation amount and a corresponding adjustment to the mineral interest asset.

The amortization or 'unwinding' of the discount applied in establishing the net present value of provisions due to the passage of time is charged to the statement of operations in each accounting period.

The ultimate cost of environmental remediation is uncertain and cost estimates can vary in response to many factors including changes to the relevant legal requirements, the emergence of new restoration techniques or experience at other mine sites. The expected timing of expenditure can also change, for example in response to changes in ore reserves or production rates. As a result there could be significant adjustments to the provisions for restoration and environmental cleanup, which would affect future financial results.

Funds on deposit with third parties to provide for reclamation costs are included in reclamation deposits on the balance sheet.

(m) **Income taxes**

Income tax expense comprises current and deferred tax. Current and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination or items recognized directly in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantially enacted by the reporting date. Deferred tax is not recognized for the following temporary differences; the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill which is not deductible for tax purposes.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

The Company has certain non-monetary assets and liabilities for which the tax reporting currency is different from its functional currency. Any translation gains or losses on the remeasurement of these items at current exchange rates versus historic exchange rates that give rise to a temporary difference is recorded as a deferred tax asset or liability.

(n) **Stock-based compensation**

The Company applies the fair value method for stock-based compensation and other stock-based payments. The fair value of these options are valued using the Black Scholes option-pricing model and other models for the two-tiered options as may be appropriate. The grant date fair value of stock-based payment awards granted to employees is recognized as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date (Note 10). The Company reviews estimated forfeitures of options on an ongoing basis.

(o) **Flow-through shares**

The Company finances a portion of its exploration activities through the issuance of flow-through common shares. The tax deductibility of qualifying expenditures is transferred to the investor purchasing the shares. Consideration for the transferred deductibility of the qualifying expenditures is often paid through a premium price over the market price of the Company's shares. The Company reports this premium as a liability on the statement of financial position and the balance is reported as share capital. At each reporting period, and as qualifying expenditures have been incurred, the liability is reduced on a proportionate basis and income is recognized on the statement of operations.

(p) **Net profit (loss) per common share**

Basic profit (loss) per common share is computed based on the weighted average number of common shares outstanding during the year. The Company uses the treasury stock method for calculating diluted earnings per share which assumes that stock options with an exercise price lower than the average quoted market price were exercised at the later of the beginning of the year, or time of issue. Stock options with an exercise price greater than the average quoted market price of the common shares are not included in the calculation of diluted profit per share as the effect is anti-dilutive.

(q) **Financial assets and liabilities**

Financial assets within the scope of IAS 39 are classified as either financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments or available-for-sale financial assets, as appropriate. When financial assets are recognized initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss, directly attributable transaction costs. The Company determines the classification of its financial assets at initial recognition and, where allowed and appropriate, re-evaluates this designation at each financial year end.

The Company's financial instruments are comprised of the following:

Financial assets:	Classification:
Cash and cash equivalents	Fair value through profit or loss
Short-term deposits	Fair value through profit or loss
Amounts receivable	Loans and receivables
Marketable securities	Available for sale
Long-term guaranteed investment	Fair value through profit or loss
Convertible debenture – debt component	Loans and receivables
Convertible debenture – option component	Fair value through profit or loss
Reclamation deposits	Fair value through profit or loss
Financial liabilities:	Classification:
Accounts payable and other liabilities	Other financial liabilities

(i) Financial assets at fair value through profit or loss:

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss.

(ii) Loans and receivables:

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market, do not qualify as trading assets and have not been designated as either fair value through profit or loss or available for sale. After initial measurement, loans and receivables are subsequently measured at amortized cost using the effective interest method less any allowance for impairment. Amortized cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in the consolidated statement of operations when the loans and receivables are derecognized or impaired, as well as through the amortization process.

(iii) Available for sale investments

Financial assets classified as available for sale are measured at fair value, with changes in fair values recognized in other comprehensive income, except when there is objective evidence that the asset is impaired, at which point the cumulative loss that had been previously recognized in other comprehensive income is recognized within the consolidated statement of operations.

(iv) Fair value:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value.

Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs are quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, inputs other than quoted prices that are observable for the asset or liability (for example, interest rate and yield curves observable at commonly quoted intervals, forward pricing curves used to value currency and commodity contracts, volatility measurements used to value option contracts and observable credit default swap spreads to adjust for credit risk where appropriate), or inputs that are derived principally from or corroborated by observable market data or other means.

Level 3: Inputs are unobservable (supported by little or no market activity). The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs.

The Company's financial assets measured at fair value, as at December 31, 2011 and December 31, 2010, which include cash and cash equivalents, short-term deposits, long-term guaranteed investment and marketable securities are classified as a Level 1 measurement. The conversion option related to the convertible debenture is considered a Level 2 measurement.

(v) Impairment of financial assets:

Financial assets are assessed for indicators of impairment at each financial reporting date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted. Evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organization.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of amounts receivable, where the carrying amount is reduced through the use of an allowance account. When an amount receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss. If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

(r) **Accounting standards issued but not yet applied**

IFRS 9 *Financial Instruments* ("IFRS 9") was issued in November 2009 and contained requirements for financial assets. This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments, and such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. This standard is required to be applied for accounting periods beginning on or after January 1, 2013, with earlier adoption permitted. The Company will evaluate the impact of the change to its consolidated financial statements based on the characteristics of its financial instruments at the time of adoption.

IFRS 7 *Financial instruments - Disclosures* (''IFRS 7'') was amended by the IASB in October 2010 and provides guidance on identifying transfers of financial assets and continuing involvement in transferred assets for disclosure purposes. The amendments introduce new disclosure requirements for transfers of financial assets including disclosures for financial assets that are not derecognized in their entirety, and for financial assets that are derecognized in their entirety but for which continuing involvement is retained. The amendments to IFRS 7 are effective for annual periods beginning on or after July 1, 2011. The Company is currently assessing the impact on its consolidated financial statements.

IFRS 10 *Consolidated Financial Statements* ("IFRS 10") provides a single model to be applied in the control analysis for all investees, including entities that currently are special purpose entities in the scope of SIC 12. In addition, the consolidation procedures are carried forward substantially unmodified from IAS 27 Consolidated and Separate Financial Statements. The Company intends to adopt IFRS 10 in its financial statements for the annual period beginning on January 1, 2013. The Company has not yet determined the impact of IFRS 10 on its financial statements.

IFRS 11 *Joint Arrangements* ("IFRS 11") replaces the guidance in IAS 31 Interests in Joint Ventures. Under IFRS 11, joint arrangements are classified as either joint operations or joint ventures. IFRS 11 essentially carves out of previous jointly controlled entities, those arrangements which although structured through a separate vehicle, such separation is ineffective and the parties to the arrangement have rights to the assets and obligations for the liabilities and are accounted for as joint operations in a fashion consistent with jointly controlled assets/operations under IAS 31. In addition, under IFRS 11 joint ventures are stripped of the free choice of equity accounting or proportionate consolidation; these entities must now use the equity method.

Upon application of IFRS 11, entities which had previously accounted for joint ventures using proportionate consolidation shall collapse the proportionately consolidated net asset value, including any allocation of goodwill, into a single investment balance at the beginning of the earliest period presented. The investment's opening balance is tested for impairment in accordance with IAS 28 Investments in Associates and IAS 36 Impairment of Assets. Any impairment losses are recognized as an adjustment to opening retained earnings at the beginning of the earliest period presented. The Company intends to adopt IFRS 11 in its financial statements for the annual period beginning on January 1, 2013. The Company has not yet determined the impact of IFRS 11 on its financial statements.

IFRS 12 Disclosure of interests in other entities ("IFRS 12") was issued by the IASB in May 2011. IFRS 12 requires enhanced disclosure of information about involvement with consolidated and unconsolidated entities, including structured entities commonly referred to as special purpose vehicles or variable interest entities. IFRS 12 is effective for annual periods beginning on or after January 1, 2013. The Company is currently evaluating the impact of this standard on its financial statements.

IFRS 13, Fair Value Measurement was issued by the IASB on May 12, 2011. The new standard provides a single source of guidance of how to measure fair value and the related fair value disclosures. The new standard creates a single source of guidance for fair value measurements, where fair value is required or permitted under IFRS, by not changing how fair value is used but how it is measured. The focus will be on an exit price. IFRS 13 is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted. The Company is assessing the impact of IFRS 13 on its consolidated financial statements.

IFRIC 20 - Stripping Costs in the Production Phase of a Surface Mine was issued by the IASB on October 20, 2011. The new standard addresses accounting issues regarding waste removal costs incurred in surface mining activities during the production phase of a mine. The new interpretation addresses the classification and measurement of production stripping costs as either inventory or as a tangible or intangible non-current stripping activity asset. The standard also provides guidance for the amortization and impairment of such assets. The standard is effective for reporting years beginning on or after January 1, 2013, although earlier application is permitted. The Company is assessing the impact of IFRIC 20 on its consolidated financial statements.

4. Cash and cash equivalents, short-term deposits and long-term guaranteed investment

($000's)	**December 31, 2011**	December 31, 2010	January 1, 2010
Cash	**7,063**	1,044	285
Canadian bank guaranteed notes	**47,241**	29,712	9,002
Long-term guaranteed investment	**-**	11,000	-
	54,304	41,756	9,287
Short-term deposits	**(47,241)**	(29,712)	(9,002)
Long-term guaranteed investment	**-**	(11,000)	-
Cash and cash equivalents	**7,063**	1,044	285

Short-term deposits consist of Canadian Schedule I bank guaranteed notes with terms from 91 days up to one year but are cashable in whole or in part with interest at any time to maturity. All of the cash is held in a Canadian Schedule I bank.

Long-term guaranteed investment held in 2010 consisted of a Canadian Schedule I bank guaranteed note with a term of two years to March 2012. It has been reclassified in 2011 to short-term deposits.

5. Convertible debenture

In February 2009, the Company signed a letter for an option of the Hog Ranch property to ICN Resources Ltd. (formerly Icon Industries Ltd.) ("ICN"). The terms of the agreement required ICN to issue one million common shares to the Company, pay $500,000 on closing and to issue a further one million common shares and pay a further $525,000 within 12 months of the agreement being accepted by the TSX Venture Exchange. In April 2009, the option agreement was closed and acceptance by the TSX Venture Exchange was received. ICN issued the first one million shares and paid $500,000. In April 2010, the balance of the one million shares was received and the Company agreed to take back a $525,000 convertible debenture in place of the cash due. The amounts received are shown as recoveries against the cost of the mineral interest. The debenture matured 18 months from issuance, bore interest at 5% per annum and the principal and accumulated interest were convertible into common shares of ICN at the Company's option at $0.30 per share. The debenture was secured by ICN's interest in the project.

On initial recognition, the convertible debenture value, in the amount of $525,000 was allocated between the debenture receivable ($385,000) and the related conversion option ($140,000) based on the fair value of the instruments. The fair value of the conversion option was determined using the Black-Scholes option pricing model, using the ICN share price and its historical volatility, the conversion price and the expected life of the instruments. The carrying value of the conversion option was adjusted to fair value at each reporting period and any gain or loss was recognized in the statement of operations at that time. Also, the debenture receivable was accreted to the face value of the debenture over its 18 month term and the related amount was included on the statement of operations each reporting period.

On October 17, 2011, upon the expiry date of the convertible debenture, the principal portion of $525,000 was converted to 1,750,000 shares of ICN Resources Ltd. All accrued interest to that date was received in full in cash. In 2011, the Company recognized a loss on the fair value of the conversion option of $757,750.

6. Mineral interests

Mineral interest expenditures on projects are considered as exploration and evaluation. All of the projects have been evaluated for impairment and their related costs consist of the following:

($000's)	Balance, January 1, 2011	Expenditures 2011	Recoveries 2011	Balance, December 31, 2011
KSM	86,782	27,589	(3,913)	110,458
Courageous Lake	32,028	13,227	-	45,255
Pacific Intermountain Gold	4,182	146	(47)	4,281
Grassy Mountain	4,029	70	(740)	3,359
Red Mountain	2,411	243	-	2,654
Quartz Mountain	480	13	(124)	369
Castle Black Rock	282	11	-	293
Other Nevada projects	536	6	-	542
	130,730	41,305	(4,824)	167,211

($000's)	Balance, January 1, 2010	Expenditures 2010	Recoveries 2010	Balance, December 31, 2010
KSM	57,875	28,907	-	86,782
Courageous Lake	22,404	9,624	-	32,028
Pacific Intermountain Gold	3,960	222	-	4,182
Grassy Mountain	3,900	129	-	4,029
Red Mountain	4,683	205	(2,477)	2,411
Quartz Mountain	444	36	-	480
Castle Black Rock	242	40	-	282
Hog Ranch	680	-	(680)	-
Other Nevada projects	484	52	-	536
	94,672	39,215	(3,157)	130,730

Continued exploration of the Company's mineral properties is subject to certain lease payments, project holding costs, rental fees and filing fees.

a) **KSM (Kerr-Sulphurets-Mitchell)**

In 2001, the Company purchased a 100% interest in contiguous claim blocks in the Skeena Mining Division, British Columbia. The vendor maintains a 1% net smelter royalty interest on the project, subject to maximum aggregate royalty payments of $4.5 million. The Company is obligated to purchase the net smelter royalty interest for the price of $4.5 million in the event that a positive feasibility study demonstrates a 10% or higher internal rate of return after tax and financing costs.

In 2002, the Company optioned the property to Noranda Inc. (which subsequently became Falconbridge Limited and then Xstrata plc.) which could earn up to a 65% interest by incurring exploration expenditures and funding the cost of a feasibility study.

In April 2006, the Company reacquired the exploration rights to the KSM property in British Columbia, Canada from Falconbridge Limited. On closing of the formal agreement in August 2006, the Company issued Falconbridge 200,000 common shares of the Company with a deemed value of $3,140,000 excluding share issue costs. The Company also issued 2 million warrants to purchase common shares of the Company with an exercise price of $13.50 each. The 2,000,000 warrants were exercised in 2007 and proceeds of $27,000,000 were received by the Company.

In July 2009, the Company agreed to acquire various mineral claims immediately adjacent to the KSM property for further exploration and possible mine infrastructure use. The terms of the agreement required the Company to pay $1 million in cash, issue 75,000 shares and pay advance royalties of $100,000 per year for 10 years commencing on closing of the agreement. The property is subject to a 4.5% net smelter royalty from which the advance royalties are deductible. The purchase agreement closed in September 2009, with the payment of $1 million in cash, the issuance of 75,000 shares valued at $2,442,750 and the payment of the first year's $100,000 advance royalty.

In February 2011, the Company acquired a 100% interest in adjacent mineral claims mainly for mine infrastructure purposes for a cash payment of $675,000, subject to a 2% net smelter returns royalty.

On June 16, 2011, the Company completed an agreement granting a third party an option to acquire a 1.25% net smelter royalty on all gold and silver production sales from KSM for a payment equal to the lesser of $100 million or US$125 million. The option is exercisable for a period of 60 days following the announcement of receipt of all material approvals and permits, full project financing and certain other conditions for the KSM project. The option was conditional on the optionee subscribing for $30 million of the Company's shares at a premium to market of 15%. The financing was completed on June 29, 2011. The 15% premium derived from the option agreement for the NSR, was determined to be $3.9 million ($3.84 per share for 1,019,000 shares) which was recorded as a credit to mineral properties on the statement of financial position. The optionee also has an option to purchase an additional $18 million of the Company's shares until December 2012 at a 15% premium to the market price of the shares at the time of issuance. Should the optionee subscribe for the additional shares, the Company will enter into an agreement to grant an additional 0.75% net smelter royalty on all gold and silver production sales from KSM for a payment equal to the lesser of $60 million or US$75 million.

b) **Courageous Lake**

In 2002, the Company purchased a 100% interest in the Courageous Lake gold project from Newmont Canada Limited and Total Resources (Canada) Limited ("the Vendors") for US$2.5 million. The Courageous Lake gold project consists of mining leases located in Northwest Territories of Canada.

In 2004, an additional property was optioned in the area. Under the terms of the agreement, the Company paid $50,000 on closing and was required to make option payments of $50,000 on each of the first two anniversary dates and subsequently $100,000 per year. In addition, the property may be purchased at any time for $1,250,000 with all option payments being credited against the purchase price.

c) **Pacific Intermountain Gold Corporation**

During 2002, the Company and an unrelated party incorporated Pacific Intermountain Gold Corporation ("PIGCO"). The Company funded PIGCO's share capital of $755,000 and received a 75% interest. The other party provided the exclusive use of an exploration database and received a 25% interest. In July 2004, the Company acquired the 25% interest in PIGCO which it did not own by forgiving debt of approximately $65,000 and agreeing to pay 10% of the proceeds of any sale of projects to third parties.

In 2011, the Company announced its intention to transfer certain PIGCO properties to a newly created company called Wolfpack Gold Corp. ("Wolfpack"). Some of the properties will be optioned to Wolfpack and while others will be transferred in exchange for shares in Wolfpack. The transaction is conditional on certain approvals and events transpiring including the listing of Wolfpack's shares on the Toronto Stock Exchange.

d) **Grassy Mountain**

In 2000, the Company acquired an option on a 100% interest in mineral claims located in Malheur County, Oregon, USA. During 2002, the Company paid US$50,000 in option payments. On December 23, 2002, the agreement was amended and the Company made a further option payment of US$300,000 and in March 2003 acquired the property for a payment of US$600,000.

In April 2011, the Company announced that an agreement had been reached to option the Grassy Mountain project to Calico Resources Corp. ("Calico"). To exercise the option, Calico must issue to the Company (i) two million of its common shares following TSX Venture Exchange approval; (ii) four million of its common shares at the first anniversary, and (iii) eight million of its shares when the project has received the principal mining and environmental permits necessary for the construction and operation of a mine. In addition, after the delivery of a National Instrument 43-101 ("NI 43-101") compliant feasibility study on the project, Calico must either grant the Company a 10% net profits interest or pay the Company $10 million in cash, at the sole election of the Company. The Company received the first two million common shares of Calico and a value of $740,000 has been recorded as a credit to the carrying value of the mineral properties.

e) **Red Mountain**

In 2001, the Company purchased a 100% interest in an array of assets associated with mineral claims in the Skeena Mining Division, British Columbia, together with related project data and drill core, an owned office building and a leased warehouse, various mining equipment on the project site, and a mineral exploration permit which is associated with a cash reclamation deposit of $1 million.

The Company assumed all liabilities associated with the assets acquired, including all environmental liabilities, all ongoing licensing obligations and ongoing leasehold obligations including net smelter royalty obligations on certain mineral claims ranging from 2.0% to 6.5% as well as an annual minimum royalty payment of $50,000.

Subsequent to the year- end, the Company entered into a letter of intent with Banks Island Gold Ltd. to option its interest in the Red Mountain Project. To exercise the option, Banks Island Gold must: (i) pay the Company $900,000 in cash and issue 4,000,000 of its common shares upon execution of a definitive option agreement; (ii) pay the Company a further $1,500,000 in cash on or before August 3, 2013; and (iii) pay the Company a final $9,500,000 in cash on or before February 3, 2015. The agreement remains subject to regulatory approval.

f) **Quartz Mountain**

In 2001, the Company purchased a 100% interest in mineral claims in Lake County, Oregon. The vendor retained a 1% net smelter royalty interest on unpatented claims acquired and a 0.5% net smelter royalty interest was granted to an unrelated party as a finder's fee.

In May 2009, the Company completed an option agreement on a peripheral claim portion of the Quartz Mountain property. To earn a 50% interest in that portion of the project, the optionee completed $500,000 in exploration expenditures by December 31, 2010 and issued 200,000 shares to the Company (50,000 shares were received in 2010 and the remaining 150,000 shares were received in February 2011). The amounts received are shown as recoveries against the carrying value of the mineral interest. The optionee has the right to increase its percentage holdings to 70% by funding and completing a feasibility study within three years.

In 2011, subject to an agreement between the Company and Orsa Ventures Corp. ("Orsa") the Company has granted Orsa the exclusive option to earn a 100% in the main Quartz Mountain gold property and all of Seabridge's undivided 50% beneficial joint venture interest in the adjacent peripheral property mentioned above. The agreement stipulated that Orsa would pay the Company $0.5 million on or before the fifth day following regulatory approval of the option agreement and will make staged payments of $5 million in cash or shares of Orsa, at the discretion of the Company and, upon the delivery of a feasibility study, pay the Company $15 million or provide a 2% net smelter return on production at Quartz Mountain. Subsequent to December 31, 2011, the agreement was amended allowing Orsa to pay the Company 1.5 million shares of Orsa instead of $0.5 million on or before the fifth day following regulatory approval of the option agreement. All other terms of the original agreement remain the same.

g) **Castle Black Rock**

The Company entered into a mining lease agreement dated August 15, 2000, and amended on August 1, 2001, with respect to mineral claims located in Esmeralda County, Nevada, USA. In 2002, the Company paid US$17,500 and in 2003, US$25,000 in advance royalties and is required to pay further advance royalties of US$25,000 each August 15 thereafter and to pay a production royalty, varying with the price of gold, of 3% to 5%, and a 3.5% royalty on gross proceeds from other metals produced. The Company has the right to purchase 50% of the production royalty for US$1.8 million.

The Castle Black Rock property is to be transferred to Wolfpack along with the above mentioned PIGCO assets. The transaction is conditional on certain approvals and events transpiring including the listing of Wolfpack's shares on the Toronto Stock Exchange.

7. Reclamation deposits

Reclamation deposits at December 31, 2011 consist of bank guaranteed deposits or cash deposited with banks or with governments of $1,588,000 (December 31, 2010 - $1,550,000; January 1, 2010 - $1,552,000) and are related to the obligation to fund future reclamation costs (See note 9).

8. Accounts payable and accrued liabilities

($000's)	**December 31, 2011**	December 31, 2010	January 1, 2010
Trade and other payables due to related parties	**-**	634	67
Other trade payables	**2,842**	2,414	1,077
Non-trade payables and accrued expenses	**92**	677	232
	2,934	3,725	1,376

9. Provision for reclamation liabilities

($000's)	**December 31, 2011**	December 31, 2010
Beginning of the year	**1,938**	4,347
Accretion	**25**	67
Adjustment	**-**	(2,476)
End of the year	**1,963**	1,938

The Company's policy on providing for reclamation obligations is described in Note 3. Although the ultimate costs to be incurred are uncertain, the Company's estimates are based on independent studies or agreements with the related government body for each project using current restoration standards and techniques. The fair value of the asset retirement obligations, as at December 31, 2011, was calculated using the total estimated undiscounted cash flows, of $2.5 million, required to settle estimated obligations and expected timing of cash flow payments required to settle the obligations between 2012 and 2020. The total estimated undiscounted cash flows as at December 31, 2010 was also $2.5 million. The discount rate used to re-measure the reclamation obligations was 0.47% at December 31, 2011 and ranged from 1.12% and 1.55% in the year ended 2010 and excludes the effect of inflation.

10.Shareholders' equity

($000's)	**December 31, 2011**	December 31, 2010	January 1, 2010
Share capital	**239,662**	188,385	117,428
Stock options	**18,291**	5,028	7,012
Contributed surplus	**327**	283	126
Deficit	**(40,828)**	(20,730)	(24,053)
Accumulated other comprehensive income	**(90)**	847	173
	217,362	173,813	100,686

Share capital

	Shares	**Amount ($000's)**
As at January 1, 2011	41,055,185	188,385
Exercise of stock options	352,700	5,429
Private placement (see below)	2,019,000	45,848
As at December 31, 2011	43,426,885	239,662

	Shares	**Amount ($000's)**
As at January 1, 2010	37,598,685	117,428
For cash, prospectus financing (see below)	2,875,000	62,708
Exercise of stock options	581,500	8,249
As at December 31, 2010	41,055,185	188,385

The Company is authorized to issue an unlimited number of preferred shares and common shares with no par value. No preferred shares have been issued or were outstanding at December 31, 2011, December 31, 2010 and January 1, 2010.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties that would be accretive and meaningful to the Company. The Company is not subject to externally imposed capital requirements.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the year ended December 31, 2011. The Company considers its capital to be share capital, stock options, contributed surplus and deficit. The Company's capital for the reporting periods is summarized as follows:

($000's)	December 31, 2011	December 31, 2011	January 1, 2011
Share capital	239,662	188,385	117,428
Stock options	18,291	5,028	7,012
Contributed surplus	327	283	126
Deficit	(40,828)	(20,730)	(24,053)
	217,452	172,966	100,513

Common share transactions were as follows:

On December 6, 2011 the Company closed two private placement financings of 500,000 flow-through common shares each, at an average price per share of $27.35, raising gross proceeds of $27.4 million. The purchase price for 500,000 shares subscribed to, by residents of British Columbia, who are eligible to take advantage of provincial tax credits, was $28.58 and represented a 30.5% premium over the market price of the Company's shares on December 6, 2011. The purchase price for 500,000 shares subscribed to, by residents outside of British Columbia, was $26.13 and represented a 19.3% premium over the market price of the Company's shares on the same day. For tax purposes, the Company has renounced its ability to deduct qualifying exploration expenditures for the equivalent value of the gross proceeds of the financings and has transferred the deductibility to the purchasers of the flow-through shares. A combined premium of $5.5 million was recognized as a liability on the statement of financial position and the balance was recorded as share capital. At each reporting period, and as qualifying expenditures are incurred, the liability is reduced on a proportionate basis and income is recognized on the statement of operations. From the date of closing to December 31, 2011, the Company incurred $976,000 of qualifying exploration expenditures and $195,000 of the premium was recognized as other income on the statement of operations in the current year. Share issuance costs of $1.5 million were incurred in relation to the offering and have been included in equity.

The Company has committed to spend the remaining $26.4 million on qualifying expenditures over a twelve month period beginning on December 6, 2011. At each reporting period, as qualifying expenditures have been incurred, the liability will be reduced on a proportionate basis and income will be recognized on the statement of operations.

On June 29, 2011, the Company closed a private placement financing of 1,019,000 common shares at $29.44 per share raising gross proceeds of $30 million. The purchase price for the shares was equal to a 15% premium over the market price of the Company's shares and provided the subscriber an option to acquire a 1.25% net smelter royalty on all gold and silver production sales from the KSM property for the lesser of $100 million or US$125 million. The option is exercisable for a period of 60 days following the announcement of receipt of all material approvals and permits, full project financing and certain other conditions for the KSM project. As the 15% premium was derived from the option agreement for the NSR, $3.9 million ($3.84 per share for 1,019,000 shares) has been recorded as a recovery of mineral properties on the statement of financial position. Common shares has been credited with $26.1 million, excluding costs ($25.60 per share for 1,019,000 shares), on the statement of financial position. The subscriber also has an option to subscribe for an additional $18 million of shares of the Company at a price equal to a 15% premium over the then market price of the shares, and in doing so, would hold an additional option to purchase an additional 0.75% NSR on the gold and silver sales of KSM. The option to subscribe for the additional shares expires in December 2012. Share issuance costs of $0.6 million were incurred in relation to the offering and have been included in equity.

On March 3, 2010, the Company closed a prospectus financing of 2,875,000 common shares at US$22.90 per share for gross proceeds of US$65,837,500 ($67,944,300). The agents received commission of 6.5% in cash or $4,416,379 and other expenses of the financing totalled $819,512.

Stock option transactions were as follows:

	Options	Weighted Average Exercise Price	Value of options ($000's)
Outstanding December 31, 2009	1,812,500	13.60	7,012
Granted	955,000	29.75	205
Exercised	(581,500)	(10.26)	(2,280)
Expired	(15,000)	(28.70)	(157)
Value of 2008 and 2009 options vested	-	-	248
Outstanding December 31, 2010	2,171,000	21.67	5,028
Granted	950,000	25.03	3,178
Exercised	(352,700)	10.83	(1,610)
Expired	(5,000)	29.75	(44)
Value of 2008, 2009 and 2010 options vested	-	-	11,739
Outstanding December 31, 2011	2,763,300	24.19	18,291

The weighted average share price on excerise date of the Company's shares was $28.03 for December 31, 2011 (2010 -$28.91)

A summary of options outstanding, their remaining life and exercise prices as at December 31, 2011 were as follows:

Options Outstanding			Options Exercisable	
Exercise price	Number outstanding	Remaining contractual life	Number exercisable	Exercise price
$29.60	260,000	7 months	180,000	$29.60
$26.64	30,000	1 year 2 months	30,000	$26.64
$10.54	548,300	1 year 11 months	548,300	$10.54
$21.88	25,000	2 years 2 months	25,000	$21.88
$29.75	950,000	3 years	400,000	$29.75
$28.80	200,000	4 years 2 months	-	$28.80
$30.42	150,000	4 years 3 months	-	$30.42
$27.39	50,000	4 years 6 months	-	$27.39
$21.98	550,000	5 years	-	$21.98
	2,763,300		1,183,300	

The Company provides compensation to directors and employees in the form of stock options. Pursuant to the Share Option Plan, the Board of Directors has the authority to grant options, and to establish the exercise price and life of the option at the time each option is granted, at a price not less than the closing price of the Common Shares on the Toronto Stock Exchange on the date of the grant of such option and for a period not exceeding five years. All exercised options are settled in equity.

Option grants to senior management and directors prior to 2008 were subject to a two-tiered vesting policy. These two-tier option grants required a certain share price above the grant date price for 10 successive days for the first third to vest, a higher share price for the second third to vest and a further higher share price for the final third to vest. Once the share price met the first test, the Company's share price performance must have exceeded the S&P/TSX Global Gold Index by more than 20% over the preceding six months or these options would be cancelled.

The Board has granted the following two-tiered options:

Date of Grant	Number	Exercise Price	Share Price Vesting	Year Vested
January 2006	875,000	$10.56	$15, $18, $21	2006 and 2007
August 2007	120,000	$29.60	$34, $37, $40	1/3 in 2008

In 2011, 250,000 of the January 2006 granted options were exercised and as at December 31, 2011 none of the 2006 options remain outstanding.

515,000 option grants to senior management and directors in 2008 were subject to a performance vesting condition related to a significant transaction at either one of the Company's two major projects (KSM or Courageous Lake) or involving the acquisition of a majority interest in the Company. Prior to 2011, the Company did not consider either a significant transaction related to one of the Company's two major projects or the acquisition of a majority interest in the Company to be probable and therefore had not recorded any compensation costs related to these options. During 2011, the Board of Directors considered the June 29, 2011 private placement and option agreement with Royal Gold Inc. to satisfy the criteria of a significant transaction related to the KSM project and fully vested these options. As a result, the Company has recorded option compensation of $3 million for the year ended December 31, 2011 for these options.

550,000 options granted to directors of the Company in December 2010 subject to approval of the Company's shareholders, were approved at the annual meeting of shareholders in June 2011. These options vest subject to either the completion of an agreement to joint venture or sell one of the Company's two major projects (KSM or Courageous Lake) or a transaction resulting in a change of control of the Company or the Company's shares closing on the Toronto Stock Exchange at $40 or higher for ten consecutive days. On June 29, 2011, shareholders ratified the grant at which time, the option grant was revalued and compensation expense was adjusted to reflect the revised fair value and service period over which the options are estimated to vest. For the year 2011, $2.1 million has been charged to the statement of operations for this grant and the remaining fair value of $3.5 million will be charged to the statement of operations over approximately two and one-half years. An additional 50,000 options were granted on June 29, 2011 with the same vesting terms as the 550,000 options granted to directors above and had a fair value of $0.6 million. $92,000 has been charged to the statement of operations to December 31, 2011 and the remaining balance will be expensed over the estimated service term of three years. Should the options vest earlier than the duration of the estimated service term, the remaining balance will be charged to the statement of operations. A Monte Carlo simulation method was used to fair value the options. Three simulations were prepared and the average results were used to fair value the options and estimated time to vest. Where volatility has been used in valuing the Company's stock options, the historical volatility of the Company's shares is used. Assumptions relating to the forecasted stock prices were as follows:

	2011	2010
Dividend yield	Nil	Nil
Expected volatility	45.24%	45.00%
Risk free rate of return	2.47%	2.35%

Options granted in December 2010 that vest over time, resulted in a stock based compensation charge of $6.6 million for the year ended December 31, 2011 and have been fully expensed.

In 2011, 900,000 options were granted to members of senior management that fully vest over a two year period from the date of the grant as follows:

	Number of options	Exercise price
March 1, 2011	200,000	28.80
March 29, 2011	150,000	30.42
December 12, 2011	550,000	21.98
	900,000	

Of the total fair value of $12.3 million, $3.1 million has been charged to the statement of operations to December 31, 2011 and the remaining balance will be expensed over the remaining service period. The weighted average grant date fair value for the 900,000 options was $13.64.

The fair value of the options granted that vest over time is estimated on the dates of grant using a Black Scholes option-pricing model with the following assumptions:

	2011	2010
Dividend yield	Nil	Nil
Expected volatility	63%-66%	66%
Risk free rate of return	1.3%-2.6%	2.45%
Expected life of options	1.4 - 5 years	5 years

No other features of the option grant were incorporated into the measurement of fair value.

The outstanding share options at December 31, 2011 expire at various dates between August 2012 and December 2016.

11. Corporate and administrative expenses

($000's)	Year Ended December 31,	
	2011	2010
Employee expenses	**2,586**	3,305
Stock-based compensation	**14,917**	453
Professional fees	**575**	495
General and administrative	**1,762**	1,527
	19,840	5,780

12. Interest income

($000's)	Year Ended December 31,	
	2011	2010
Interest on short-term deposits and guaranteed	**553**	427
long-term investment		
Interest on convertible debenture	**100**	13
	653	440

13. Related party disclosures

Compensation to directors and officers of the Company:

($000's)	**Year ended December 31,**	
	2011	2010
Compensation of directors:		
Directors fees	**231**	144
Consulting fees	**36**	37
Stock-based compensation	**1,766**	-
	2,033	181
Compensation of key management personnel:		
Salaries and consulting fees	**2,578**	1,822
Stock-based compensation	**10,098**	309
	12,676	2,131
Total remuneration of directors and key management personnel	**14,709**	2,312

As at December 31, 2011, there were no outstanding liabilities to related parties (December 31, 2010 - $365,000).

During the year ended December 31, 2011, a private company controlled by a director of the Company was paid $35,600 (2010 - $37,000) for technical services provided by his company related to mineral properties; a private company controlled by a second director was paid $337,500 (2010 - $460,000) for corporate consulting fees for services rendered; and a third director was paid $15,800 (2009 - $16,300) for geological consulting. These transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

14. Financial Instruments

The Company's financial risk exposures and the impact on the Company's financial instruments are summarized below:

Credit Risk

The Company's credit risk is primarily attributable to short-term deposits, long-term guaranteed investment, and receivables included in amounts receivable and prepaid expenses. The Company has no significant concentration of credit risk arising from operations. Short-term deposits consist of Canadian Schedule I bank guaranteed notes, with terms up to one year but are cashable in whole or in part with interest at any time to maturity, for which management believes the risk of loss to be remote. Financial instruments included in amounts receivable and prepaid expenses consist of harmonized sales tax due from the Federal Government of Canada. Management believes that the risk of loss with respect to financial instruments included in amounts receivable and prepaid expenses to be remote.

Liquidity Risk
The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2011, the Company had cash and cash equivalents and short term deposits balances of $54.3 million (December 31, 2010 - $30.8 million; January 1, 2010 - $9.3 million) for settling current liabilities of $2.9 million (December 31, 2010 - $3.7 million; January 1, 2010 - $1.4 million). The short-term deposits are in various guaranteed investment securities with maturities to December 10, 2012 but cashable in whole or in part with interest at any time to maturity. All of the Company's current financial liabilities have contractual maturities of 30 days and are subject to normal trade terms.

Market Risk
(a) Interest Rate Risk
The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in Canadian bank guaranteed notes (short-term deposits). The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. The short-term deposits can be cashed in at any time and can be reinvested if interest rates rise.

(b) Foreign Currency Risk
The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian and US dollars. The Company funds certain operations, exploration and administrative expenses in the United States on a cash call basis using US dollar currency converted from its Canadian dollar bank accounts held in Canada. In 2010, the Company sold its remaining interest in the Mexican property Noche Buena at a profit, which attracted income taxes payable in Mexican pesos. The income taxes were paid in December 2010 and there is no further exposure to the Mexican peso currency. Management believes the foreign exchange risk derived from currency conversions is not significant to its operations and therefore does not hedge its foreign exchange risk.

(c) Marketable Securities Risk
The Company has investments in other publicly listed exploration companies which are included in marketable securities. These shares were received as part of option payments on certain exploration properties the Company owns as well as $2.5 million in gold exchange traded receipts. The risk on these investments is significant due to the nature of the investment but the amounts are not significant to the Company.

Sensitivity Analysis
The Company has designated its cash and cash equivalents and short term deposits as fair value through profit or loss, which are measured at fair value. Financial instruments included in amounts receivable and prepaid expenses are classified as loans and receivables, which are measured at amortized cost. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost.

As at December 31, 2011, December 31, 2010 and January 1, 2010, the fair value of the Company's financial instruments approximates their carrying values.

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible" over a year:

(i) Short term deposits have terms from 30 days to one year. The investments held at December 31, 2011 are one-year notes but are cashable in whole or in part with interest at any time to maturity. Sensitivity to a plus or minus 0.25% change in rates would affect income by approximately $118,000 on an annualized basis.

(ii) At December 31, 2011, the Company had net current assets in US dollars of approximately $240,000 (December 31, 2010 – net liabilities of $407,000), for which a 10% appreciation in US exchange rates, would affect net loss by approximately $24,000.

(iii) Price risk is remote since the Company is not a producing entity.

15. Income Taxes

Components of Tax Expense

The following table shows the components of current and deferred tax:

('000s')	**December 31, 2011**	December 31, 2010
Current tax expense	**-**	3,054
Deferred tax expense	**498**	42
	498	3,096

Rate Reconciliation

The provision for income tax differs from the amount that would have resulted by applying the combined Canadian Federal and Ontario statutory income tax rates of 28.25% (2010 - 31%)

('000s')	**December 31, 2011**	December 31, 2010
(Loss) income before income taxes	**(19,600)**	6,419
	28.25%	*31%*
Tax (recovery) expense calculated using statutory rates	**(5,537)**	1,990
Non-deductible items	**4,428**	75
Non-taxable items	**(195)**	(180)
Difference in foreign tax rates	**92**	(92)
Tax benefits not recognized	**1,710**	1,303
Income tax expense	**498**	3,096

The statutory rate has decreased 2.75% due to a decrease in the federal tax rate of 1.5% and a decrease in the Ontario tax rate of 1.25%.

Deferred Income Tax

The following table summarizes the components of deferred income tax:

('000s')	**December 31, 2011**	December 31, 2010	January 1, 2010
Deferred tax assets			
Marketable securities	**136**	186	350
Provision for reclamation liabilities	**199**	118	114
Non-capital loss carryforwards	**388**	395	410
Deferred tax liabilities			
Convertible debenture	**-**	(193)	-
Mineral interests	**(1,845)**	(1,130)	(1,153)
	(1,122)	(624)	(279)

Unrecognized Deferred Tax Assets
Deferred income tax assets have not been recognized in respect of the following deductible temporary differences:

('000s')	**December 31, 2011**	December 31, 2010
Investments in subsidiaries	**3,284**	3,284
Loss carry forwards	**22,917**	16,065
Other deductible temporary differences	**320**	-

The tax losses not recognized expire as per the amount and years noted below. The deductible temporary differences do not expire under the current tax legislation. Deferred tax assets have not been recognized in respect of these items because it is not probalble that future taxable profit would be available against which the Company can utilize the benefits there from.

Income Tax Attributes
As at December 31, 2011, the Company had the following Canadian income tax attributes to carry forward:

	Amount ('000s')	**Expiry date**
Non-capital losses	**22,917**	2031
Tax basis of mineral interest	**150,426**	Indefinite

16. Contingencies and Commitments

		Payments due by period			
Contractual obligations ($000's)	**T otal**	**2012**	**2013-14**	**2015-16**	**After 2016**
Mineral interests	4,088	482	911	911	1,784
Flow-through expenditures	26,400	26,400	-	-	-
Business premises operating lease	693	132	264	264	33
	31,181	27,014	1,175	1,175	1,817

In fulfillment of agreements with subscribers of 1 million flow-through shares of the Company, the Company has committed to spend $27.4 million on qualifying exploration expenditures over a twelve month period beginning on December 6, 2011. The Company has spent $976,000 to December 31, 2011 and will spend the remaining $26.4 million in 2012.

17. Subsequent Events

Subsequent to December 31, 2011, 25,000 stock options were exercised for proceeds to the Company of $263,500 and 20,000 five year stock options were granted to employees at a price of $28.80. The options vest after twelve months of service.

18. IFRS

As stated in note 2, these consolidated financial statements are prepared in accordance with IFRS. IFRS 1 sets forth guidance for the initial adoption of IFRS. Under IFRS 1 the standards are applied retrospectively at the transitional balance sheet date with all adjustments to assets and liabilities taken to deficit, unless certain optional exemptions and mandatory exceptions are applied.

The Company has elected to apply the following optional exemptions in its preparation of an opening IFRS statement of financial position as at January 1, 2010, the Company's "Transition Date".

- To apply IFRS 2 Share based Payments only to equity instruments that were issued after November 7, 2002 and had not vested by the Transition Date.

- To apply IFRS 3 Business Combinations prospectively from the Transition Date, therefore not restating business combinations that took place prior to the Transition Date.

- To apply the IFRS 1 exemption which provides relief from the application of IFRIC 1, Changes in Existing Decommissioning Restoration and Similar Liabilities and therefore not retrospectively calculating the effect on property, plant and equipment and depreciation of each change that occurred each period prior to the Transition Date.

- To apply the transition provisions of IFRIC 4 Determining whether an Arrangement Contains a Lease, therefore determining if arrangements existing at the Transition Date contain a lease based on the circumstances existing at that date. The Company has no leases.

- To apply IAS 23 Borrowing Costs prospectively from the transition date. IAS 23 requires the capitalization of borrowing costs directly attributable to the acquisition, production or construction of certain assets.

IFRS 1 does not permit changes to estimates that have been made previously. Accordingly, estimates used in the preparation of the Company's opening IFRS statement of financial position as at the Transition Date are consistent with those that were made under Canadian GAAP.

a) Provision for reclamation liabilities (asset retirement obligations and asset retirement costs)

Under Canadian GAAP, the Company was not required to record an asset retirement cost and asset retirement obligation if there was no legal obligation to reclaim a project.

Under IFRS, the Company is required to record an asset retirement cost and asset retirement obligation when: the Company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions do not include any additional obligations which are expected to arise from future disturbance.

Under IFRS, an obligation to restore certain land and sites for the effect of the Company's disturbances to such land and sites is measured using the cost of internal resources and a discount rate that reflects the liability's specific risks, which can be achieved by adjusting either the cash flows or the discount rate. Under previous Canadian GAAP, this amount is determined by the cost of third party resources and requires the use of a credit-adjusted risk-free rate. Under IFRS the asset retirement obligations are required to be recalculated at the end of each reporting date, using the current risk free rate, if the estimated future cash flows have been risk adjusted. Management has elected to use the IFRS 1 exemption which provides relief from the application of IFRIC 1, Changes in Existing Decommissioning, Restoration and Similar Liabilities, and prescribes an alternative treatment in determining the adjustment to the corresponding asset and retained earnings at the transition date for changes in the estimate of the liability that occurred before the transition date of IFRS. The impact on transition to IFRS, resulted in an increase to the asset retirement obligations and asset retirement costs and an increase in the deficit account. At January 1, 2010, the mineral interests account was increased by $3,458,000 for the asset retirement costs, reclamation liabilities were increased by $2,091,000 and the deficit account was reduced by $1,367,000. The 2010 accretion expense on reclamation liabilities, charged to the statement of operations, has been reduced by $128,000.

Project	Retirement cost	Retirement obligation	Deficit	Reduction of accretion
($000's)				December 31, 2010
Red Mountain	3,140	(1,865)	(1,275)	(91)
Grassy Mountain	294	(228)	(66)	(19)
KSM	24	2	(26)	(18)
See (b) below	3,458	(2,091)	(1,367)	(128)

In December 2010, the Company completed an independent update of the reclamation liabilities on the Red Mountain project and as a result the present value of the liabilities was reduced by $1,108,000 under Canadian GAAP and under IFRSs a further amount of $1,368,000 was reduced for both the retirement cost and retirement obligation.

b) Deferred income tax liabilities

The Company has certain non-monetary assets and liabilities for which the tax reporting currency is different from its functional currency. Any translation gains or losses on the remeasurement of these items at current exchange rates versus historic exchange rates that give rise to a temporary difference is recorded as a deferred tax asset or liability. The Company set up a deferred tax liability with a corresponding charge to deficit account in the amount of $279,000 at January 1, 2010 plus subsequent changes thereto. Under IFRSs all deferred income tax liabilities are considered as non-current irrespective of the classification of the underlying assets and liabilities, or the expected reversal of the temporary difference.

c) Flow-through shares

Under IFRSs, Flow-through common shares are recognized in equity based on the quoted price of the existing shares on the date of the issue. The difference between the amount recognized in common shares and the amount the investor pays for the shares is recognized as a deferred gain which is reversed into earnings as eligible expenditures are incurred. The deferred tax impact is recorded as eligible expenditures are incurred, provided the Company has the intention to renounce the related tax benefits. The Company has recorded a $3,401,000 adjustment at January 1, 2010 for flow-through shares previously issued between 2003 and 2006 with an increase of the share capital account and an increase of the deficit account.

IFRS 1 Reconciliation from Canadian GAAP to IFRS

Reconciliation of assets, liabilities and equity

(Expressed in thousands of Canadian dollars)	As at January 1, 2010			As at December 31, 2010		
	Canadian GAAP	Effect of transition	IFRS	Canadian GAAP	Effect of transition	IFRS
Assets						
Current assets	10,550	-	10,550	35,816	-	35,816
Long-term guaranteed investment	-	-	-	11,000	-	11,000
Convertible debenture	-	-	-	1,078	-	1,078
Mineral interests (a)	91,214	3,458	94,672	128,640	2,090	130,730
Reclamation deposits	1,552	-	1,552	1,550	-	1,550
Property and equipment	85	-	85	48	-	48
	103,401	3,458	106,859	178,132	2,090	180,222
Liabilities and Shareholders' Equity						
Current liabilities	1,410	-	1,410	3,769	-	3,769
Income taxes payable	137	-	137	78	-	78
Deferred income tax liabilities (b)	-	279	279	-	624	624
Provision for reclamation liabilities (a)	2,256	2,091	4,347	1,343	595	1,938
Total liabilities	3,803	2,370	6,173	5,190	1,219	6,409
Shareholders' equity	99,598	1,088	100,686	172,942	871	173,813
	103,401	3,458	106,859	178,132	2,090	180,222

IFRS 1 Reconciliation from Canadian GAAP to IFRS

Reconciliation of consolidated statements of operations and comprehensive income

(Expressed in thousands of Canadian dollars)	Note	Year ended December 31, 2010		
		Canadian GAAP	**Effect of transition**	**IFRS**
Corporate and administrative expenses	12	(5,780)	-	(5,780)
Accretion on reclamation liabilities		(195)	128	(67)
Gain on sale of Noche Buena		10,180	-	10,180
Interest income		440	-	440
Unrealized gain on convertible debenture		486	-	486
Foreign exchange gains		1,160	-	1,160
Income before income taxes		6,291	128	6,419
Income tax expense		(2,751)	(345)	(3,096)
Net profit for the year		3,540	(217)	3,323
Other comprehensive gain (loss), net of income taxes:				
Unrecognized gain on financial assets		674	-	674
Comprehensive income for the year		4,214	(217)	3,997

IFRS 1 Reconciliation from Canadian GAAP to IFRS

Reconciliation of equity

(Expressed in thousands of Canadian dollars)	Share capital	Stock options	Contributed surplus	Deficit	Other comprehensive income	Total equity
Previously reported under Canadian GAAP - As at December 31, 2009	114,027	7,012	126	(21,740)	173	99,598
IFRS transition adjustments:						-
Deferred income tax liability (b)	-	-	-	(279)	-	(279)
Provision for reclamation liabilities (a)	-	-	-	1,367	-	1,367
Flow-through shares (c)	3,401	-	-	(3,401)	-	-
As at January 1, 2010	117,428	7,012	126	(24,053)	173	100,686

	Share capital	Stock options	Contributed surplus	Deficit	Other comprehensive income	Total equity
Previously reported under Canadian GAAP - As at December 31, 2010	184,984	5,028	283	(18,200)	847	172,942
IFRS transition adjustments:						
Deferred income tax liability (b)	-	-	-	(624)	-	(624)
Provision for reclamation liabilities (a)	-	-	-	1,495	-	1,495
Flow-through shares (c)	3,401	-	-	(3,401)	-	-
As at December 31, 2010	188,385	5,028	283	(20,730)	847	173,813

Exhibit 99.4



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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The Board of Directors of Seabridge Gold Inc.

We have audited Seabridge Gold Inc.'s internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Seabridge Gold Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, in management's report on internal control over financial reporting included in its Annual Report on Form 40-F for the year ended December 31, 2011. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Seabridge Gold Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated statements of financial position of Seabridge Gold Inc. as of December 31, 2011, December 31, 2010 and January 1, 2010, and the related statements of operations and comprehensive (loss) income, changes in shareholders' equity and cash flows for each of the years ended December 31, 2011 and December 31, 2010, and our report dated March 29, 2012 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP
Chartered Accountants, Licensed Public Accountants
Toronto, Canada
March 29, 2012

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Dircectors of Seabridge Gold Inc.

We have audited the accompanying consolidated statements of financial position of Seabridge Gold Inc. as of December 31, 2011, December 31, 2010 and January 1, 2010 and the related consolidated statements of operations and comprehensive (loss) income, changes in shareholders' equity and cash flows for the years ended December 31, 2011 and December 31, 2010. These consolidated financial statements are the responsibility of Seabridge Gold Inc.'s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Seabridge Gold Inc. as of December 31, 2011, December 31, 2010 and January 1, 2010, and its consolidated financial performance and its consolidated cash flows for the years ended December 31, 2011 and December 31, 2010 in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Seabridge Gold Inc.'s internal control over financial reporting as of December 31, 2011, based on the criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 29, 2012 expressed an unqualified opinion on the effectiveness of Seabridge Gold Inc.'s internal control over financial reporting.

/s/ KPMG LLP
Chartered Accountants, Licensed Public Accountants
Toronto, Canada
March 29, 2012