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

FORM 40-F

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

OR

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

For the fiscal year ended December 31, 2022

Commission file number: 001-32135

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 1E1
(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	Trading Symbol(s)	Name of each exchange on which registered
Common Shares	SA	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act.
None
(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.
None
(Title of Class)

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

☒ Annual Information Form ☒ Audited Annual Financial Statements

Indicate the number of outstanding shares of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: [81,339,012] Common Shares (as at December 31, 2022).

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. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act.

Emerging growth company ☐

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act. ☐

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

The annual report on Form 40-F shall be incorporated by reference into or as an exhibit to, as applicable, the Registrant's Registration Statements under the Securities Act of 1933, as amended: Form F-10 (File No. 333-268485) and Form S-8 (File No. 333-211331).

EXPLANATORY NOTE

Seabridge Gold Inc. (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 ("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.

PRINCIPAL DOCUMENTS

The following documents have been filed as part of this Annual Report on Form 40-F and incorporated by reference herein:

A. Annual Information Form

For our Annual Information Form (the "AIF") for the year ended December 31, 2022, see Exhibit 99.1 of this Annual Report on Form 40-F.

B. Audited Annual Financial Statements

For our audited annual financial statements ("Audited Financial Statements"), for the years ended December 31, 2022 and December 31, 2021, including the Report of Independent Registered Public Accounting Firm, see Exhibit 99.2 of this Form 40-F. The Audited Financial Statements 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).

C. Management's Discussion and Analysis

For our management's discussion and analysis (the "MD&A") for the year ended December 31, 2022, see Exhibit 99.3 of this Form 40-F.

FORWARD-LOOKING STATEMENTS

This Form 40-F and the exhibits attached hereto contain "forward-looking statements" within the meaning of 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 reserve and 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 and the economics of developing a property and producing minerals.

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) any additional financing needed will be available on reasonable terms; (ii) the potential for production at our mineral projects will continue operationally, legally, economically and socially; (iii) market fundamentals will result in sustained demand and prices for gold and copper, and to a much lesser degree, silver and molybdenum; 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 net losses and negative cash flows from operations and expectation of future losses and negative cash flows from operations;
- risks related to our ability to continue its exploration activities and future advancement activities, and to continue to maintain corporate office support of these activities, which are dependent on our ability to enter into joint ventures, to sell property interests or to obtain suitable financing;
- the Issuer's indebtedness requires payment of quarterly interest and, in certain circumstances, may require repayment of principal and the Issuer's principal sources for funds for repayment are capital markets and asset sales;
- uncertainty of whether the reserves estimated on our mineral properties will be brought into production;
- uncertainties relating to the assumptions underlying our reserve and resource estimates;
- risks related to obtaining and maintaining all necessary permits and governmental approvals, or extensions/renewals thereof, for exploration and development activities, including in respect of environmental regulation, and the risk that our EAC might expire before the KSM Project is declared to be substantially started;
- uncertainty of estimates of capital costs, operating costs, production and economic returns;
- risks relating to the commencement of site access and early site preparation construction activities at the KSM Project;
- risks related to commercially producing precious metals and copper 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 or not insurable in adequate amounts;

- risks related to unsettled First Nations rights and title and settled Treaty Nations' rights and uncertainties relating to the application of the United Nations Declaration on the Rights of Indigenous Peoples to the laws in Canadian jurisdictions;
- risks related to increases in demand for exploration, advancement and construction services and equipment, and related cost increases;
- uncertainty related to title to our mineral properties and rights of access over or through lands subject to third party rights, interests and mineral tenures;
- increased competition in the mining industry;
- ongoing concerns regarding carbon emissions and the impacts of measures taken to induce or mandate lower carbon emissions on the ability to secure permits, finance projects and generate profitability at a project;
- risks related to climate and climate change that may adversely impact our ability to conduct current and proposed operations, increase operating costs, delay execution or reduce the profitability of a future mining operation;
- 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;
- risks associated with impacts from the spread of, and measures taken to address the spread of, the COVID-19 virus
- our classification as a "passive foreign investment company" under the tax code;
- risks associated with the use of information technology systems and cybersecurity;
- uncertainty surrounding an audit by the Canada Revenue Agency ("CRA") of Canadian exploration expenses incurred by the Registrant during the 2014, 2015 and 2016 financial years which the Registrant has renounced to subscribers of flow-through share offerings and the CRA's decision to reassess such subscribers; and
- the reassessment by the CRA of our refund claim for the 2010 and 2011 financial years in respect of the British Columbia Mining Exploration Tax Credit;

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 AIF attached hereto as Exhibit 99.1 under the heading "Risk Factors" and elsewhere in the AIF, and in the documents incorporated by reference in 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 Form 40-F are in Canadian dollars.

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

We are permitted under the multi-jurisdictional disclosure system adopted by the United States Securities and Exchange Commission (the "SEC"), to prepare this Form 40-F 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 Form 40-F, in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and they are not comparable with financial statements of U.S. and other companies prepared in accordance with U.S. generally accepted accounting principles.

RESOURCE AND RESERVE ESTIMATES

The Registrant's AIF, attached as Exhibit 99.1 to this annual report on Form 40-F, and the MD&A, attached as Exhibit 99.3 to this annual report on Form 40-F, have been prepared in accordance with the requirements of the securities laws in effect in Canada, which differ from the requirements of United States securities laws. Mineral resource estimates included in this annual report on Form 40-F and in any document incorporated by reference herein or therein have been prepared in accordance with, and use terms that comply with, the reporting standards in accordance with Canadian National Instrument 43-101 - *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"). 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. In accordance with NI 43-101, the Registrant uses the terms mineral reserves and resources as they are defined in accordance with the CIM Definition Standards on mineral reserves and resources (the "**CIM Definition Standards**") adopted by the Canadian Institute of Mining, Metallurgy and Petroleum.

For United States reporting purposes, the SEC has adopted amendments to its disclosure rules (the " **SEC Modernization Rules**") to modernize the mining property disclosure requirements for issuers whose securities are registered with the SEC under the U.S. Securities Exchange Act of 1934, as amended (the "**U.S. Exchange Act**"). The SEC Modernization Rules more closely align the SEC's disclosure requirements and policies for mining properties with current industry and global regulatory practices and standards, including NI 43-101, and replace the historical property disclosure requirements for mining registrants that were included in Industry Guide 7 under the U.S. Securities Act. As a foreign private issuer that is eligible to file reports with the SEC pursuant to the MJDS, the Registrant is not required to provide disclosure on its mineral properties under the SEC Modernization Rules and provides disclosure under NI 43-101 and the CIM Definition Standards. Accordingly, mineral reserve and mineral resource information contained or incorporated by reference herein may not be comparable to similar information disclosed by United States companies.

As a result of the adoption of the SEC Modernization Rules, the SEC recognizes estimates of "measured mineral resources", "indicated mineral resources" and "inferred mineral resources." In addition, the SEC has amended its definitions of "proven mineral reserves" and "probable mineral reserves" to be "substantially similar" to the corresponding CIM Definition Standards that are required under NI 43-101. While the above terms are "substantially similar" to CIM Definitions, there are differences in the definitions under the SEC Modernization Rules and the CIM Definition Standards. There is no assurance any mineral reserves or mineral resources that the Registrant may report as "proven mineral reserves", "probable mineral reserves", "measured mineral resources", "indicated mineral resources" and "inferred mineral resources" under NI 43-101 would be the same had the Registrant prepared the reserve or resource estimates under the standards adopted under the SEC Modernization Rules.

Accordingly, information contained in this annual report on Form 40-F and the portions of documents incorporated by reference herein contain descriptions of the Registrant's mineral deposits that may not be comparable to similar information made public by U.S. companies who prepare their disclosure in accordance with U.S. federal securities laws and the rules and regulations thereunder.

DISCLOSURE CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

At the end of the period covered by this annual report on Form 40-F, 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 operation 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 SEC 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

For management's report on internal control over financial reporting, see "Internal Controls over Financial Reporting" in our MD&A attached as Exhibit 99.3 to this annual report on Form 40-F and incorporated by reference herein.

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, 2022, which immediately precedes the audited consolidated financial statements included as part of Exhibit 99.2 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, 2022, 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 with the exception of the implementation of a new enterprise resource planning (ERP) system. The Company implemented the ERP system to support the development work at KSM, and believes that the implementation of the ERP system and related changes to internal controls enhances its internal controls over financial reporting while providing the ability and flexibility to scale its business in the future. Management employed appropriate procedures to ensure internal controls were in place during and after the conversion.

Certifications

See Exhibits 31.1, 31.2, 32.1 and 32.2 to this Form 40-F.

CORPORATE GOVERNANCE

We are subject to a variety of corporate governance guidelines and requirements of the Toronto Stock Exchange, the New York Stock Exchange (the "NYSE"), the Canadian Securities Administrators and the SEC. We believe that we meet or exceed the applicable corporate governance requirements. According to the NYSE Rules, a listed company must adopt and disclose a set of corporate governance guidelines with respect to specified topics. Such guidelines are required to be posted on the registrant's website. Although we are listed on the NYSE, we are not required to comply with all of that exchange's corporate governance rules which are applicable to U.S. corporations. The significant ways in which the NYSE 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 of certain compensation plans. The guidelines are available for viewing on our website at http://www.seabridgegold.com/company/governance and are available without charge in print to any shareholder who requests them. Requests for copies of the guidelines should be made to the Secretary of our company at 106 Front Street East, Suite 400, Toronto, Ontario, Canada M5A 1E1, Telephone (416) 367-9292.

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.

AUDIT COMMITTEE

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" in 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'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 Ms. Carol Willson, the Audit Committee Chair, and Mr. Richard Kraus, another member of the Audit Committee, have the necessary qualifications to be designated as an "audit committee financial expert" within the meaning of applicable SEC Rules and each is an "independent director", as defined pursuant to Item 407(d)(5) of SEC Regulation S-K and Section 303A.02 of the New York Stock Exchange Listed Company Manual.

Ms. Carol Willson retired from EY in 2021 after a 28-year career where she was engagement partner for Internal Audit of clients which

included multi-year internal audit outsourced projects and related internal audit transformations and reviews, fraud investigations, and in various assurance and advisory capacities including capital projects, ESG, finance function-related improvements, and cybersecurity. During Ms. Willson's career as an experienced internal audit and risk professional, she was retained to lead risk, internal audit and SOX functions for a variety of public corporations including several major mining companies. She served for three years as the global head of internal audit and SOX for Kinross Gold Corporation where her key audit areas included: supply chain, capital projects, procure to pay, ERP/cybersecurity, sustainability, budgeting & forecasting, fixed assets, and treasury. Ms Willson currently has her own consulting business where she serves as a senior risk advisor for clients. She holds a Batchelor of Arts degree from the University of Western Ontario and an MBA-Accounting degree from the University of Toronto.

Mr. Kraus is a Certified Public Accountant and an accomplished business leader with a broad range of experience as an investor, board director, senior executive and business consultant across multiple industries with an emphasis on mining and natural resources. From 1981-1997 he served in various senior executive roles (including CEO, COO and CFO) of Echo Bay Mines, a major gold mining company that was acquired by Kinross Gold Corporation in 2003. Mr. Kraus is currently retired, but his last full-time role was Executive Chairman of The RMH Group, Inc., a privately owned engineering consulting firm with more than 100 employees. He is a graduate of LaSalle University where he earned his degree in Business Administration.

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 imposed 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 or board of directors.

Audit Committee Charter

Our Audit Committee Charter is available on our website at www.seabridgegold.com, and is provided in 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 our company at 106 Front Street East, Suite 400, Toronto, Ontario, Canada M5A 1E1, Telephone (416) 367-9292.

PRINCIPAL ACCOUNTING FEES AND SERVICES - INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Our independent registered public accounting firm is KPMG LLP, Toronto, ON, Canada, Auditor Firm ID: 85.

KPMG LLP acted as our independent registered public accounting firm for the fiscal years ended December 31, 2022 and 2021. 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 Item 9 "Audit Committee Information - External Auditor Service Fees (by Category)" in the AIF, which is attached as Exhibit 99.1 to this Form 40-F and incorporated by reference herein.

AUDIT COMMITTEE PRE-APPROVAL POLICIES AND PROCEDURES

For a description of our pre-approval policies and procedures related to the provision of non-audit services, see Item 9 "Audit Committee Information- Pre-Approval of Audit and Non-Audit Services Provided by Independent Auditors" in the AIF, which is attached as Exhibit 99.1 to this Form 40-F and incorporated by reference herein.

OFF-BALANCE SHEET ARRANGEMENTS

The Registrant does not have any commitments or obligations, including contingent obligations, arising from arrangements with unconsolidated entities or persons (which are not otherwise discussed in the Registrant's Management's Discussion and Analysis for the fiscal year ended December 31, 2022, filed as Exhibit 99.3 to this annual report on Form 40-F), that have or are reasonably likely to have a material current or future effect on its financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, cash requirements or capital resources.

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.com/company/governance under 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, 2022, we did not grant any waiver, including an implicit waiver, from a provision of the Code to any executive officer or director.

CONTRACTUAL OBLIGATIONS

The disclosure is included under the heading "Contractual Obligations" in our MD&A attached as Exhibit 99.3 to this annual report on Form 40-F and incorporated by reference herein. Amounts shown for mining leases include estimates of option payments, mineral lease payments, work commitments and tax levies that are required to maintain our interest in the mineral projects.

MINE SAFETY DISCLOSURE

Pursuant to Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, issuers that are operators, or that have a subsidiary that is an operator, of a coal or other mine in the United States are required to disclose in their periodic reports filed with

the SEC information regarding specified health and safety violations, orders and citations, related assessments and legal actions, and mining-related fatalities under the regulation of the Federal Mine safety and Health Administration under the Federal Mine Safety and Health Act of 1977. During the fiscal year ended December 31, 2022, we were not an operator, of a coal or other mine in the United States.

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, 2022 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.com*. Shareholders may also contact the Assistant Corporate Secretary of our company by phone at (416) 367-9292 or by e-mail at info@seabridgegold.com to request copies of these documents and this annual report on Form 40-F.

DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

DISCLOSURE PURSUANT TO SECTION 13(r) OF THE EXCHANGE ACT

In accordance with Section 13(r) of the Exchange Act, the Registrant is required to include certain disclosures in its periodic reports if it or any of its affiliates knowingly engaged in certain specified activities during the period covered by the report. Neither the Registrant nor its affiliates have knowingly engaged in any transaction or dealing reportable under Section 13(r) of the Exchange Act during the year ended December 31, 2022.

UNDERTAKING AND CONSENT TO SERVICE OF PROCESS

A. 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.

B. 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.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant 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
Rudi P. Fronk
Chairman and Chief Executive Officer

Date: March 30, 2023

EXHIBITS

Consents

23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm

23.2	Consent of Tetra Tech, under the direction of Hassan Ghaffari P.Eng (surface infrastructure, capital estimate and financial analysis)
23.3	Consent of Tetra Tech, under the direction of John Huang P.Eng. (metallurgical testing review, permanent water treatment, mineral process design and operating cost estimation for process, general and administrative ("G&A") and site services, and overall report preparation)
23.4	Consent of Wood Canada Limited, under the direction of Henry Kim P.Geo. (Mineral Resources)
23.5	Consent of Moose Mountain Technical Services under the direction of Jim Gray P.Eng. (open pit Mineral Reserves, open pit mining operations, mine capital and mine operating costs, MTT and rail ore conveyance design, tunnel capital costs)
23.6	Consent of W.N. Brazier Associates Inc. under the direction of W.N. Brazier P.Eng. (Electrical power supply, energy recovery plants)
23.7	Consent of ERM (Environmental Resources Management) under the direction of Rolf Schmitt P.Geo. (environment and permitting)
23.8	Consent of Klohn Crippen Berger Ltd. under the direction of David Willms P.Eng (design of surface water diversions, diversion tunnels, tailings management facility, water storage dam and RSF and tunnel geotechnical).
23.9	Consent of BGC Engineering Inc. under the direction of Derek Kinakin P.Geo., P.L.Eng., P.G. (rock mechanics, geohazards and mining pit slopes)
23.10	Consent of WSP Golder, under the direction of Ross Hammett P.Eng (Block Cave mining).

Certifications

31.1	Certification of Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a), pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a), pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	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
32.2	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 for the year ended December 31, 2022
99.2	Audited Financial Statements for the year ended December 31, 2022
99.3	Management's Discussion and Analysis for the year ended December 31, 2022
101	Interactive Data File
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

Exhibit 23.1

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

Consent of Independent Registered Public Accounting Firm

The Board of Directors of Seabridge Gold Inc.

We consent to the use of:

- our report dated March 30, 2023 on the consolidated financial statements of Seabridge Gold Inc. (the "Entity") which comprise the consolidated statements of financial position as of December 31, 2022 and 2021, the related consolidated statements of operations and comprehensive income (loss), changes in shareholders' equity and cash flows for each of the years in the two-year period ended December 31, 2022, and the related notes (collectively the "consolidated financial statements"); and

- our report dated March 30, 2023 on the effectiveness of the Entity's internal control over financial reporting as of December 31, 2022,

each of which is included in the Annual Report on Form 40-F of the Entity for the fiscal year ended December 31, 2022.

We also consent to the incorporation by reference of such reports in the Registration Statement (No. 333-268485) on Form F-10, and the Registration Statement (No. 333-211331) on Form S-8 of the Entity.

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

March 30, 2023
Toronto, Canada

2023 KPMG LLP, an Ontario limited liability partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee. All rights reserved.

Exhibit 23.2

Tetra Tech Inc.

March 30, 2023

To: Seabridge Gold Inc.
United States Securities and Exchange Commission
made to the technical report titled "KSM (Kerr-Sulphurets-Mitchell

Re: Seabridge Gold Inc. (the "Company")
Consent of Expert

Ladies and Gentlemen:

Reference is made to the technical report titled "KSM (Kerr-Sulphurets-Mitchell) Prefeasibility Study and Preliminary Economic Assessment, NI 43-101 Technical Report" dated August 8, 2022 (the "**Technical Report**") prepared for the Company.

In connection with the Company's Annual Report on Form 40-F (the " **40-F**") in respect of the financial year ended December 31, 2022, to be filed with the U.S. Securities and Exchange Commission ("**SEC**") pursuant to the Securities Exchange Act of 1934, as amended, I, Hassan Ghaffari, P.Eng., on behalf of Tetra Tech Inc. hereby:

1. consent to the public filing of the Technical Report and the use of any extracts from or a summary of the Technical Report in the 40-F;

2. consent to the use of Tetra Tech Inc.'s name and references to the Technical Report, or portions thereof, in the 40-F and to the inclusion or incorporation by reference of information derived from the Technical Report in the 40-F;

3. confirm that I have read the 40-F and that it fairly and accurately represents the information in the sections of the Technical Report for which I am responsible; and

4. confirm that I have read the 40-F and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the Technical Report or that are within my knowledge as a result of the services performed by Tetra Tech Inc. in connection with the Technical Report.

Yours Truly,

/s/ Hassan Ghaffari, P.Eng.,

Hassan Ghaffari, P.Eng.,
Director of Metallurgy
Tetra Tech Inc.

Exhibit 23.3

Tetra Tech Inc.

March 30, 2023

To: Seabridge Gold Inc.
United States Securities and Exchange Commission

Re: Seabridge Gold Inc. (the "Company")
Consent of Expert

Ladies and Gentlemen:

Reference is made to the technical report titled "KSM (Kerr-Sulphurets-Mitchell) Prefeasibility Study and Preliminary Economic Assessment, NI 43-101 Technical Report" dated August 8, 2022 (the "**Technical Report**") prepared for the Company.

In connection with the Company's Annual Report on Form 40-F (the " **40-F**") in respect of the financial year ended December 31, 2022, to be filed with the U.S. Securities and Exchange Commission ("**SEC**") pursuant to the Securities Exchange Act of 1934, as amended, I, Dr. Jianhui Huang, P.Eng., on behalf of Tetra Tech Inc. hereby:

1. consent to the public filing of the Technical Report and the use of any extracts from or a summary of the Technical Report in the 40-F;

2. consent to the use of Tetra Tech Inc.'s name and references to the Technical Report, or portions thereof, in the 40-F and to the inclusion or incorporation by reference of information derived from the Technical Report in the 40-F;

3. confirm that I have read the 40-F and that it fairly and accurately represents the information in the sections of the Technical Report for which I am responsible; and

4. confirm that I have read the 40-F and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the Technical Report or that are within my knowledge as a result of the services performed by Tetra Tech Inc. in connection with the Technical Report.

Yours Truly,

/s/ Dr. Jianhui (John) Huang

Dr. Jianhui (John) Huang, P.Eng.
Senior Metallurgist
Tetra Tech Inc.

Exhibit 23.4

March 30, 2023

To: Seabridge Gold Inc.
United States Securities and Exchange Commission

Re: Seabridge Gold Inc. (the "Company") Consent of Expert

Ladies and Gentlemen:

Reference is made to the technical report titled "**KSM** (Kerr-Sulphurets-Mitchell) Prefeasibility Study and Preliminary Economic Assessment, NI 43-101 Technical Report" dated August 8, 2022 (the "**Technical Report**") prepared for the Company.

In connection with the Company's Annual Report on Form 40-F (the " **40-F**") in respect of the financial year ended December 31, 2022, to be filed with the U.S. Securities and Exchange Commission ("**SEC**") pursuant to the Securities Exchange Act of 1934, the undersigned hereby consents to:

1. being named directly or indirectly in the 40-F; and

2. the use of the content in the Technical Report that I am responsible for preparing.

Yours Truly,

/s/ Henry Kim

Henry Kim, P.Geo.
Principal Resource Geologist Wood Canada Limited

Exhibit 23.5

March 30, 2023

TO: Seabridge Gold Inc.
United States Securities and Exchange Commission

Re: Seabridge Gold Inc. (the "Company")
Consent of Expert

Ladies and Gentlemen:

Reference is made to the technical report titled "KSM (Ken-Sulphurets-Mitchell) Prefeasibility Study and Preliminary Economic Assessment, NI 43-101 Technical Report" dated August 8, 2022 (the **"Technical Report")** prepared for the Company.

In connection with the Company's Annual Report on Form 40-F (the **"40-F")** in respect of the financial year ended December 31, 2022, to be filed with the U.S. Securities and Exchange Commission ("SEC") pursuant to the Securities Exchange Act of 1934, as amended, I, James H. Gray; P.Eng., on behalf of myself and Moose Mountain Technical Services, hereby:

1. consent to the public filing of the Technical Report and the use of any extracts from or a summary of the Technical Report in the 40-F;

2. consent to the use ofmy name and Moose Mountain Technical Services's name and references to the Technical Report, or portions thereof, in the 40-F and to the inclusion or incorporation by reference of information derived from the Technical Report in the 40-F;

3. confirm that I have read the 40-F and that it fairly and accurately represents the information in the sections of the Technical Report for which I am responsible; and

4. confirm that I have read the 40-F and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the Technical Report or that are within my knowledge as a result of the services performed by me in connection with the Technical Report.

Yours Truly

/s/ James H. Gray, P. Eng.
James H. Gray, P. Eng.
Principal Mining Engineer
Moose Mountain Technical Services



Exhibit 23.6

March 30, 2023

TO: Seabridge Gold Inc.
United States Securities and Exchange Commission

Re: Seabridge Cold Inc. (the "Company") Consent of Expert

Ladies and Gentlemen:

Reference is made to the technical report titled **"KSM** (Kerr-Sulphurets-Mitchell) Prefeasibility Study and Preliminary Economic Assessment, NI 43-10 I Technical Report" dated August 8, 2022 (the **"Technical Report")** prepared for the Company.

In connection with the Company's Annual Report on Form 40-F (the **"40-F")** in respect of the financial year ended December 31, 2022, to be filed with the U.S. Securities and Exchange Commission **("SEC"')** pursuant to the Securities Exchange Act of 1934, as amended, I, Neil Brazier, P.Eng., on behalf of myself and **W.N.** Brazier Associates Inc., hereby:

1. consent to the public filing of the Technical Report and the use of any extracts from or a summary of the Technical Report in the 40-F;

2. consent to the use ofmy name and **W.N.** Brazier Associates Inc.'s name and references to the Technical Report, or portions thereof, in the 40-F and to the inclusion or incorporation by reference of information derived from the Technical Report in the 40-F;

3. confirm that I have read the 40-F and that it fairly and accurately represents the information in the sections of the Technical Report for which I am responsible: and

4. confirm that I have read the 40-F and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the Technical Report or that are within my knowledge as a result of the services performed by me in connection with the Technical Report.

Yours Truly

/s/ Neil Brazier,, P. Eng.

Neil Brazier,, P. Eng.
Principal
WN Brazier Associates Inc.



Exhibit 23.7

March 30, 2023

TO: Seabridge Gold Inc.
United States Securities and Exchange Commission

Re: Seabridge Gold Inc. (the "Company")
Consent of Expert

Ladies and Gentlemen:

Reference is made to the technical report titled "KSM (Kerr-Sulphurets-Mitchell) Prefeasibility Study and Preliminary Economic Assessment, NI 43-101 Technical Report" dated August 8, 2022 (the **"Technical** Report") prepared for the Company.

In connection with the Company's Annual Report on Form 40-F (the **"40-F")** in respect of the financial year ended December 31, 2022, to be filed with the U.S. Securities and Exchange Commission **("SEC")** pursuant to the Securities Exchange Act of 1934, as amended, I, Rolf Schmitt, M.Sc., P.Geo., on behalf of ERM Consultants Canada Ltd., hereby:

1. consent to the public filing of the Report and the use of any extracts from or a summary of the Technical Report in the 40-F;

2. consent to the use of ERM Consultants Canada Ltd.'s name and references to the Technical Report, or portions thereof, in the 40-F and to the inclusion or incorporation by reference of information derived from the Technical Report in the 40-F;

3. confirm that I have read the 40-F and that it fairly and accurately represents the information in the sections of the Report for which I am responsible; and

4. confirm that I have read the 40-F and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the Technical Report or that are within my knowledge as a result of the services performed by ERM Consultants Canada Ltd. in connection with the Technical Report.

Yours Truly,

/s/ Rolf Schmitt, P. Geo.
Rolf Schmitt, P. Geo.
Technical Director - Permitting

ERM Consultants Canada Ltd

Exhibit 23.8

March 30, 2023

TO: Seabridge Gold Inc.
United States Securities and Exchange Commission

Re: Seabridge Gold Inc. (the "Company")
Consent of Expert

Ladies and Gentlemen:

Reference is made to the technical report titled "KSM (Kerr-Sulphurets-Mitchell) Prefeasibility Study and Preliminary Economic Assessment, NI 43-101 Technical Report" dated August 8, 2022 (the "**Technical Report**") prepared for the Company.

In connection with the Company's Annual Report on Form 40-F (the " **40-F**") in respect of the financial year ended December 31, 2022, to be filed with the U.S. Securities and Exchange Commission ("**SEC**") pursuant to the Securities Exchange Act of 1934, as amended, I, David A. Willms, P. Eng., hereby:

1. consent to the public filing of the Technical Report and the use of any extracts from or a summary of the Technical Report in the 40-F;

2. consent to the use of Klohn Crippen Berger Ltd.'s name and references to the Technical Report, or portions thereof, in the 40-F and to the inclusion or incorporation by reference of information derived from the Technical Report in the 40-F;

3. confirm that I have read the 40-F and that it fairly and accurately represents the information in the sections of the Technical Report for which I am responsible; and

4. confirm that I have read the 40-F and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the Technical Report or that are within my knowledge as a result of the services performed by Klohn Crippen Berger Ltd. in connection with the Technical Report.

Yours Truly,

/s/ David A. Willms, P. Eng.

David A. Willms, P. Eng.
Senior Geotechnical Engineer
Klohn Crippen Berger Ltd.

Exhibit 23.9

BGC Engineering Inc.

March 30, 2023

TO: Seabridge Gold Inc.
United States Securities and Exchange Commission

Re: Seabridge Gold Inc. (the "Company")
Consent of Expert

Ladies and Gentlemen:

Reference is made to the technical report titled "KSM (Kerr-Sulphurets-Mitchell) Prefeasibility Study and Preliminary Economic Assessment, NI 43-101 Technical Report" dated August 8, 2022 (the "**Technical Report**") prepared for the Company.

In connection with the Company's Annual Report on Form 40-F (the " **40-F**") in respect of the financial year ended December 31, 2022, to be filed with the U.S. Securities and Exchange Commission ("**SEC**") pursuant to the Securities Exchange Act of 1934, as amended, I, Derek Kinakin, Msc., P.Geo., P.G., on behalf of myself and BGC Engineering Inc., hereby:

1. consent to the public filing of the Technical Report and the use of any extracts from or a summary of the Technical Report in the 40-F;

2. consent to the use of my name and BGC Engineering Inc.'s name and references to the Technical Report, or portions thereof, in the 40-F and to the inclusion or incorporation by reference of information derived from the Technical Report in the 40-F;

3. confirm that I have read the 40-F and that it fairly and accurately represents the information in the sections of the Technical Report for which I am responsible; and

4. confirm that I have read the 40-F and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the Technical Report or that are within my knowledge as a result of the services performed by me in connection with the Technical Report.

Yours Truly,

/s/ Derek Kinakin, Msc., P.Geo., P.G.
Derek Kinakin, Msc., P.Geo., P.G.

Exhibit 23.10

Consent of Ross D. Hammett
WSP Canada Inc.
Annual Report on Form 40-F

March 30, 2023

To: Seabridge Gold Inc.
United States Securities and Exchange Commission

Re: Seabridge Gold Inc. (the "Company")
Consent of Expert

Reference is made to the technical report titled "KSM (Kerr-Sulphurets-Mitchell) Prefeasibility Study and Preliminary Economic Assessment, NI 43-101 Technical Report" dated August 8, 2022 (the "**Technical Report**") prepared for the Company.

In connection with the Company's Annual Report on Form 40-F (the " **40-F**") in respect of the financial year ended December 31, 2022, to be filed with the U.S. Securities and Exchange Commission ("**SEC**") pursuant to the Securities Exchange Act of 1934, as amended, I, J Ross D. Hammett, Ph.D., P.Eng., hereby:

1. consent to the quotation, inclusion or summary of those portions of the Technical Report prepared by me in the 40-F;

2. consent to the use of my name and references to my name in the 40-F, where used or referenced in the 40-F.

in each case above, where used or incorporated by reference into the 40-F.

Yours truly,

/s/ Ross D. Hammett
Ross D. Hammett, Ph.D., P.Eng.
WSP Canada Inc.

Exhibit 31.1

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

I, Rudi P. Fronk, Chairman and CEO, 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, 2023

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

Exhibit 31.2

CERTIFICATIONS PURSUANT TO SECTION 272
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, 2023

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

Exhibit 32.1

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, 2022, 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, 2023

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 32.2

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, 2022, 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, 2023

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 99.2

SEABRIDGE GOLD INC.

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2022 and 2021

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 a policy 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 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' reports, 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.

/s/ Rudi P. Fronk
Rudi P. Fronk
Chairman & CEO
March 30, 2023

/s/ Christopher J. Reynolds
Christopher J. Reynolds
Vice President, Finance and Chief Financial Officer
March 30, 2023

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

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of Seabridge Gold Inc.

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated statements of financial position of Seabridge Gold Inc. (the Company) as of December 31, 2022 and 2021, the related consolidated statements of operations and comprehensive income (loss), changes in shareholders' equity, and cash flows for each of the years in the two-year period ended December 31, 2022, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and its financial performance and its cash flows for each of the years in the two-year period ended December 31, 2022, 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) (PCAOB), the Company's internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated March 30, 2023 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

2023 KPMG LLP, an Ontario limited liability partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee. All rights reserved.

Valuation of secured note liability

As discussed in Note 12 to the consolidated financial statements, the Company signed a definitive agreement to sell a secured note for US$225 million. As discussed in Note 3(c)(ii) to the consolidated financial statements, the Company measures the fair value of its secured note liability using a discounted cash flow model with a Monte Carlo simulation. Key assumptions into this model include future silver prices, discount rates, forecasted silver production, and probabilities of Environmental Assessment Certificate ("EAC") expiry, achieving commercial production and securing project financing. Changes to these inputs and assumptions could have a significant impact on the measurement of the secured note liability. There is significant estimation uncertainty with respect to the application of the key assumptions in determining the fair value of the secured note liability. As discussed in Note 12 to the consolidated financial statements, the fair value of the Company's secured note liability at inception was $282.3 million and the fair value at December 31, 2022 was $263.5 million.

We identified the determination of the fair value of the secured note liability as a critical audit matter. Significant auditor judgment was required to assess the method and model used to determine the fair value of the secured note liability and to assess certain key assumptions of forecasted silver production, future silver prices and the discount rate used to determine the fair value.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls over the Company's process to determine the fair value of the secured note liability. This included controls over the selection of the method and model and over the development and selection of the significant assumptions. We assessed the competence, capabilities and objectivity of the Company's personnel who prepared the estimates of mineral reserves and resources, including the industry and regulatory standards they applied. We compared forecasted silver production to the Company's filed technical report. We involved valuation professionals with specialized skills and knowledge who assisted in:

- evaluating the method and model used to determine the fair value by comparing the method and model applied to generally acceptable methods for similar instruments and recalculating the fair value using the Company's model;
- evaluating the estimated future silver prices by performing an independent recalculation using data obtained from third party estimates and sources;
- evaluating the discount rate by comparing the Company's assumption to information derived from publicly available third party sources.

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

We have served as the Company's auditor since 2002.
Toronto, Canada
March 30, 2023

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

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of Seabridge Gold Inc.

Opinion on Internal Control Over Financial Reporting

We have audited Seabridge Gold Inc.*'s* (the Company) internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated statements of financial position of the Company as of December 31, 2022 and 2021, the related consolidated statements of operations and comprehensive income (loss), changes in shareholders' equity, and cash flows for each of the years in the two-year period ended December 31, 2022, and the related notes (collectively, the consolidated financial statements), and our report dated March 30, 2023 expressed an unqualified opinion on those consolidated financial statements.

Basis for Opinion

The Company'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, appearing under the heading Internal Control over Financial Reporting in Management's Discussion and Analysis for the year ended December 31, 2022. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. 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 of internal control over financial reporting 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.

Definition and Limitations of Internal Control Over Financial Reporting

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.

/s/ KPMG LLP
Chartered Professional Accountants, Licensed Public Accountants
Toronto, Canada
March 30, 2023

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

	Note	December 31, 2022	December 31, 2021
Assets			
Current assets			
Cash and cash equivalents	4	**$ 46,150**	$ 11,523
Short-term deposits	4	**81,690**	29,243
Amounts receivable and prepaid expenses	5	**8,220**	10,026
Investment in marketable securities	6	**3,696**	3,367
Convertible notes receivable	7	**631**	-
		140,387	54,159
Non-current assets			
Investment in associate	6	**1,389**	2,429
Convertible notes receivable	7	**-**	606
Long-term receivables and other assets	8	**51,703**	13,038
Mineral interests, property and equipment	9	**881,497**	662,279
Reclamation deposits	11	**20,643**	15,231
		955,232	693,583
Total assets		**$ 1,095,619**	$ 747,742
Liabilities and shareholders' equity			
Current liabilities			
Accounts payable and accrued liabilities	10	**$ 42,956**	$ 12,165
Flow-through share premium	13	**4,183**	1,366
Lease obligations		**511**	90
Provision for reclamation liabilities	11	**4,343**	3,680
		51,993	17,301
Non-current liabilities			
Secured note	12	**263,541**	**-**
Deferred income tax liabilities	18	**31,934**	23,164
Lease obligations		**1,115**	182
Provision for reclamation liabilities	11	**6,503**	4,762
		303,093	28,108
Total liabilities		**355,086**	45,409
Shareholders' equity	13	**740,533**	702,333
Total liabilities and shareholders' equity		**$ 1,095,619**	$ 747,742

Subsequent events *(Notes 4, 6, 7, 13, and 19),* commitments and contingencies *(Note 19)*
The accompanying notes form an integral part of these consolidated financial statements.
These financial statements were approved by the Board of Directors and were signed on its behalf:

/s/ Rudi P. Fronk
Rudi P. Fronk
Director

/s/ Carol Willson
Carol Willson
Director

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

	Note	Year ended December 31, 2022	2021
Remeasurement of secured note	12	**$ 36,967**	$ -
Gain on disposition of mineral interests	13	**-**	21,943
Corporate and administrative expenses	16	**(16,090)**	(13,379)
Impairment of investment in associate	6	**(873)**	-
Equity loss of associate	6	**(207)**	(221)
Other income - flow-through shares	13	**1,366**	2,373
Environmental rehabilitation expense	11	**(6,722)**	(5,377)
Unrealized gain (loss) on convertible notes receivable	7	**(16)**	104
Foreign exchange gain (loss)		**(12,874)**	22
Finance costs, interest expense and other income		**(3,471)**	(116)
Interest income		**2,794**	176
Earnings before income taxes		**874**	5,525
Income tax expense	18	**(8,268)**	(4,630)
Net earnings (loss) for the year		**$ (7,394)**	$ 895
Other comprehensive income (loss)			
Items that will not be reclassified to net income or loss			
Remeasurement of secured note		**$ 2,912**	$ -
Change in fair value of marketable securities		**329**	(459)
Tax impact		**(831)**	61
Total other comprehensive income (loss)		**2,410**	(398)
Comprehensive income (loss) for the year		**$ (4,984)**	$ 497
Weighted average number of common shares outstanding			
Basic	13	**80,058,861**	76,413,554
Diluted	13	**80,058,861**	77,600,688
Earnings (loss) per common share			
Basic	13	**$ (0.09)**	$ 0.01
Diluted	13	**$ (0.09)**	$ 0.01

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

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

	Number of Shares	Share Capital	Warrants	Stock-based Compensation	Contributed Surplus	Deficit	Accumulated Other Comprehensive Gain (Loss)	Total Equity
As at December 31, 2021	**78,975,349**	**$809,269**	**$ -**	**$ 8,697**	**$ 36,126**	**$(149,983)**	**$ (1,776)**	**$ 702,333**
Share issuance - At-The-Market offering	**998,629**	**22,793**	**-**	**-**	**-**	**-**	**-**	**22,793**
Share issuance - Private placement	**675,400**	**10,840**	**-**	**-**	**-**	**-**	**-**	**10,840**
Share issuance - Options exercised	**540,834**	**11,295**	**-**	**(3,974)**	**-**	**-**	**-**	**7,321**
Share issuance - RSUs vested	**148,800**	**3,172**	**-**	**(3,172)**	**-**	**-**	**-**	**-**
Share issuance costs	**-**	**(1,237)**	**-**	**-**	**-**	**-**	**-**	**(1,237)**
Deferred tax on share issuance costs	**-**	**330**	**-**	**-**	**-**	**-**	**-**	**330**

Stock-based compensation	-	-	-	3,138	-	-	-	3,138
Expired options	-	-	-	(34)	34	-	-	-
Other comprehensive income	-	-	-	-	-	-	2,409	2,409
Net loss for the year	-	-	-	-	-	(7,394)	-	(7,394)
As at December 31, 2022	**81,339,012**	**$856,462**	**$ -**	**$ 4,655**	**$ 36,160**	**$(157,377)**	**$ 633**	**$ 740,533**
As at December 31, 2020	74,162,286	$704,599	$ 3,275	$ 23,011	$ 36,089	$(150,878)	$ (1,378)	$ 614,718
Share issuance - At-The-Market offering	2,242,112	50,929	-	-	-	-	-	50,929
Share issuance - Private placement	350,000	8,358	-	-	-	-	-	8,358
Share issuance - Options exercised	1,585,501	32,077	-	(14,370)	-	-	-	17,707
Share issuance – Other	500,000	11,100	(3,275)	-	-	-	-	7,825
Share issuance - RSUs vested	135,450	3,413	-	(3,413)	-	-	-	-
Share issuance costs	-	(1,645)	-	-	-	-	-	(1,645)
Deferred tax on share issuance costs	-	438	-	-	-	-	-	438
Stock-based compensation	-	-	-	3,506	-	-	-	3,506
Expired options	-	-	-	(37)	37	-	-	-
Other comprehensive loss	-	-	-	-	-	-	(398)	(398)
Net income for the year	-	-	-	-	-	895	-	895
As at December 31, 2021	78,975,349	$809,269	$ -	$ 8,697	$ 36,126	$(149,983)	$ (1,776)	$ 702,333

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)

	Year ended December 31,	
	2022	2021
Operating Activities		
Net income (loss)	**$ (7,394)**	$ 895
Adjustment for non-cash items:		
Remeasurement gain on secured note	**(36,967)**	-
Gain on disposition of mineral interests	**-**	(21,943)
Environmental rehabilitation expense	**6,722**	5,377
Stock-based compensation	**3,138**	3,506
Other income - flow-through shares	**(1,366)**	(2,373)
Income tax expense	**8,268**	4,630
Unrealized foreign exchange loss	**21,158**	-
Other non-cash items	**(2,044)**	457
Adjustment for cash items:		
Environmental rehabilitation disbursements	**(4,499)**	(3,320)
Changes in working capital items:		
Amounts receivable and prepaid expenses	**(845)**	(5,056)
Accounts payable and accrued liabilities	**5,846**	6,090
Net cash used in operating activities	**(7,983)**	(11,737)
Investing Activities		
Investment in short-term deposits	**(401,825)**	(24,349)
Redemption of short-term deposits	**349,378**	15,011
Mineral interests, property and equipment	**(183,296)**	(73,611)
Interest paid	**(14,735)**	-
Long-term receivables and other assets	**(30,545)**	(9,172)
Investment in reclamation deposits	**(5,412)**	(8,465)
Cash proceeds from disposition of mineral interests	**-**	21,943
Net cash used in investing activities	**(286,435)**	(78,643)
Financing Activities		
Secured note	**282,263**	-
Share issuance net of costs	**36,579**	59,104

Exercise of options	**7,321**	17,707
Exercise of warrants	**-**	7,825
Payment of lease liabilities	**(334)**	(77)
Net cash from financing activities	**325,829**	84,559
Effects of exchange rate fluctuation on cash and cash equivalents	**3,216**	(184)
Net increase (decrease) in cash and cash equivalents during the year	**34,627**	(6,005)
Cash and cash equivalents, beginning of the year	**11,523**	17,528
Cash and cash equivalents, end of the year	**$ 46,150**	$ 11,523

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

SEABRIDGE GOLD INC.
Notes to the Consolidated Financial Statements
For the years ended December 31, 2022 and 2021

1. Reporting entity

Seabridge Gold Inc. is comprised of Seabridge Gold Inc. ("Seabridge" or the "Company") and its subsidiaries, KSM Mining ULC, Seabridge Gold (NWT) Inc., Seabridge Gold (Yukon) Inc., Seabridge Gold Corp., SnipGold Corp. and Snowstorm Exploration (LLC), and is a 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 New York Stock 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. Basis of preparation

A. Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These financial statements were authorized for issuance by the Board of Directors of the Company on March 30, 2023.

B. Basis of consolidation

(i) Subsidiaries

Subsidiaries are entities over which the Company has control. Control over an entity exists when the Company is exposed or has rights to returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. 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 and comprehensive income (loss).

Where a business combination is achieved in stages, previously held non-controlling 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 and comprehensive income (loss) or other comprehensive income, as appropriate. 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 during the measurement period. However, the measurement period will not exceed one year from the acquisition date.

(ii) Associates

An associate is an entity over which the Company has significant influence but not control nor joint control. Significant influence is presumed to exist where the Company has between 20% and 50% of the voting rights but can also arise where the Company has less than 20% if influence is exerted over policy decisions that affect the entity. The Company's share of the net assets and net income or

loss of associates is accounted for in the consolidated financial statements using the equity method of accounting.

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 certain financial instruments described in note “M”, which are measured at fair value.

B. Translation of foreign currencies

These consolidated financial statements are presented in Canadian dollars, which is the Company’s, and each of its subsidiaries’, 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 are recognized in the consolidated statement of operations and comprehensive income (loss).

Monetary assets and liabilities of the Company denominated in a foreign currency are translated into Canadian dollars at the rate of exchange at the statement of financial position 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 determination of profit or loss for the year.

C. Critical accounting judgments and estimation uncertainty

In applying the Company’s accounting policies in conformity with IFRS, 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.

(i) Critical accounting judgments

The following are the critical judgments that the Company has made in the process of applying the Company’s accounting policies and that have the most significant effect on the amounts recognized in the consolidated financial statements (refer to appropriate accounting policies for details).

Mineral reserves and resources

To calculate reserves and resources, the Company uses assumptions and evaluates technical, economic and geological conditions for each ore body. Measured grade of the ore and geotechnical considerations can have a significant effect on the carrying value of mineral properties and therefore the recoverability of costs. Future market prices for gold and copper and other commodities are also factored into valuation models. Changes to these factors can affect the recoverability of mineral properties and impairment.

Impairment of mineral interests

Mineral interests are tested for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. When an indication of impairment exists, and the carrying amount of the mineral interest exceeds its estimated recoverable amount, the carrying value is written down to the recoverable amount and the loss is recognized in the statement of operations and comprehensive income (loss).

Reclamation Liabilities

The Company records legal and constructive obligations required to restore locations in the period in which the obligation is incurred with a corresponding increase in the carrying amount of the related property. For closed mines, changes to obligations are charged directly to the statement of operations and comprehensive income (loss).

(ii) Key sources of estimation uncertainty

Mineral properties

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.

Secured note liability

The Company measures the fair value of its secured note liability using a discounted cash flow model with a Monte Carlo simulation. Key assumptions into this model include future silver prices, discount rates, forecasted silver production, and probabilities of Environmental Assessment Certificate ("EAC") expiry, achieving commercial production and securing project financing. Changes to these inputs and assumptions could have a significant impact on the measurement of the secured note liability. There is significant estimation uncertainty with respect to the application of the key assumptions in determining the fair value of the secured note liability. Refer to Note 12 for further information.

Reclamation Liabilities

The provision for asset retirement obligations is the best estimate of the present value of the future costs of reclaiming the environment that has been subject to disturbance through exploration activities or historical mining activities. The Company uses assumptions and evaluates technical conditions for each project that have inherent uncertainties, including changes to laws and practices and changes in the status of the site from time-to-time. The timing and cost of the rehabilitation is also subject to uncertainty. For the closed sites, these changes, if any, and changes in discount rates are charged directly to the consolidated statement of operations and comprehensive income (loss). The periodic unwinding of the discount is recognized in income as accretion expense included in finance costs in the consolidated statement of operations and comprehensive income (loss).

Contingencies

The Company funds certain of its exploration expenditures, from time-to-time, with the proceeds from the issuance of flow-through shares and renounces, to subscribers, the expenditures which it determines to be Canadian Exploration Expenses ("CEE"). The Canada Revenue Agency ("CRA") has disputed the eligibility of certain types of expenditures within the years 2014 to 2016. The Company strongly disagrees with their position and intends to fully defend the Company's tax filings. No provision has been recorded related to the contingent taxes as the Company does not consider it probable that there will ultimately be an amount payable.

D. Mineral interests, property and equipment

(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 and equipment and, as such, the Company capitalizes all exploration costs, which include 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. The fair value of any recoveries from the disposition or optioning of a mineral property is credited to the carrying value of mineral properties.

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

The actual recoverable 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.

(ii) Construction in progress

Construction in progress includes power infrastructure, camps, bridges, and roads related to early infrastructure development at KSM. Costs are not depreciated until the underlying assets are ready for use as intended by management.

(iii) Equipment

Equipment located at project site are earth moving equipment, vehicles and other equipment used in the early infrastructure development at KSM. To the extent that the Company utilizes its own equipment for the activities which are capitalized for the mineral properties or the construction in progress, the associated depreciation is capitalized to those assets.

(iv) Capitalized borrowing costs

Borrowing costs are capitalized and allocated specifically to qualifying assets when funds have been borrowed, either to specifically finance a project or for general borrowings during the period of construction. Qualifying assets are defined as assets that require more than nine months to be brought to the location and condition intended by management. Capitalization of borrowing costs ceases when such assets are ready for their intended use.

E. Depreciation

Effective from the point an asset is available for its intended use, property and equipment are depreciated using the straight-line method over the estimated economic life of the asset. Estimated useful lives normally vary from three to fifteen years for equipment to a maximum of forty years for buildings. During the development phase, depreciation expense related to the right of use assets and property and equipment is recapitalized to the construction in progress pool.

Residual values, useful lives and depreciation methods are reviewed at least annually and adjusted if appropriate. The impact of changes to the estimated useful lives, depreciation method or residual values is accounted for prospectively.

F. Leasing arrangements

Leases are recognized as a right-of-use ("ROU") asset and a corresponding liability at the date at which the leased asset is available for use by the Company. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period. The ROU asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. Payments associated with short-term leases and leases of low-value assets are recognized on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

G. Impairment and reversal of impairment

(i) Financial assets

Financial assets measured at amortized cost are reviewed for impairment at each reporting date to determine whether there is any objective evidence of impairment. A financial asset is considered to be impaired if objective evidence, that can be estimated reliably, indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

An impairment charge in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

A prior period impairment charge is reviewed for possible reversal of impairment whenever an event or change in circumstance indicates the impairment may have reversed. If it has been determined that the impairment has reversed, the carrying amount of the asset is increased to its recoverable amount to a maximum of the carrying amount that would have been determined had no impairment charge been recognized in prior periods. Impairment charge reversals are recognized in the Consolidated statement of operations and comprehensive income (loss).

(ii) Non-financial assets

The carrying value of the Company's mineral interests is assessed for impairment when indicators of such impairment exist. Indicators may include the loss of the right to explore in the area; the Company deciding not to continue exploring or incur substantial additional expenditures on the project; or it is determined that the carrying amount of the project is unlikely to be recovered by its development or sale. 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 of disposal 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 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 comprehensive loss within the consolidated statements of operations and comprehensive income (loss) so as to reduce the carrying amount to its recoverable amount.

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 consolidated statements of

operations and comprehensive income (loss).

H. 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; and (iii) the amount can be reliably estimated. Provisions do not include obligations which are expected to arise from future disturbance.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation incorporating risks specific to the obligation using a pre-tax rate that reflects current market assessments of the time value of money. 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 carrying amount of the related property. For locations where mining activities have ceased, the changes to obligations are charged directly to the consolidated statements of operations and comprehensive income (loss).

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 consolidated statements of operations and comprehensive income (loss) 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 provided as security for future reclamation costs are included in reclamation deposits on the statement of financial position.

I. 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 asset and liability 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 substantively 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 where the timing of the reversal of the temporary differences can be controlled by the parent. 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.

J. Stock-based compensation (options and restricted share units)

The Company applies the fair value method for stock-based compensation and other stock-based payments. The fair value of options is valued using the Black Scholes option-pricing model and other models for the two-tiered options and restricted share units 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 meet the related service and non-market performance conditions at the vesting date (Note 13). The Company reviews estimated forfeitures of options on an ongoing basis.

The factors affecting stock-based compensation include estimates of when stock options might be exercised share price volatility and the

assessment of the probability and timing of those instruments that have non-market performance vesting criteria. 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 share-based instrument holders. The Company uses historical data to determine volatility in accordance with appropriate fair value methodology. However, the future volatility is uncertain, and the model has its limitations.

K. 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 in the consolidated statements of operations and comprehensive income (loss).

L. Net earnings (loss) per common share

Basic earnings (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 and Restricted Share Units ("RSU"s). 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 earnings (loss) per share as the effect is anti-dilutive.

M. Financial instruments

The Company recognizes financial assets and financial liabilities on the date the Company becomes a party to the contractual provisions of the instruments. A financial asset is derecognized either when the Company has transferred substantially all the risks and rewards of ownership of the financial asset or when cash flows expire. A financial liability is derecognized when the obligation specified in the contract is discharged, canceled or expired. Certain financial instruments are recorded at fair value in the consolidated statement of financial position.

Non-derivative financial instruments

Non-derivative financial instruments are recognized initially at fair value plus attributable transaction costs, where applicable for financial instruments not classified as fair value through profit or loss ("FVTPL"). Subsequent to initial recognition, non-derivative financial instruments are classified and measured as described below.

Financial assets at FVTPL

Cash and cash equivalents and short-term deposits are classified as financial assets at FVTPL and are measured at fair value. Cash equivalents are short-term deposits 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. Convertible notes receivable are recorded at FVTPL.

Financial assets at amortized cost

Trade and other receivables are classified as and measured at amortized cost using the effective interest rate method, less impairment losses, if any.

Financial assets at fair value through other comprehensive income

The Company's investments in equity marketable securities are designated as financial assets at fair value through other comprehensive income and are recorded at fair value on the trade date with directly attributable transaction costs included in the recorded amount. Subsequent changes in fair value are recognized in other comprehensive income.

Non-derivative financial liabilities

Accounts payable and accrued liabilities are accounted for at amortized cost, using the effective interest rate method.

Secured note

The Company has elected to account for its secured note liability and all embedded derivatives as a single financial liability. The change in fair value of the secured note liability is recognized in profit or loss. The change in the fair value related to the Company's own credit risk is recorded through other comprehensive income (loss).

N. Accounting pronouncements

New accounting standards and interpretations issued and effective:

Amendments to IAS 16 - Property, Plant and Equipment: Proceeds before Intended Use

Amendments to IAS 16 were issued by the IASB in May 2020. The amendments prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognizes the proceeds from selling such items, and the cost of producing those items, in the Consolidated Statements of Operations and Comprehensive Income. The Company adopted the amendments effective January 1, 2022. The application of these amendments did not have an impact on the Company's consolidated financial statements.

Accounting pronouncements issued but not yet effective:

Certain pronouncements have been issued by the IASB that are mandatory for accounting periods after December 31, 2022:

- Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12 Income Taxes) effective for annual periods beginning on or after January 1, 2023
- Definition of Accounting Estimates (Amendments to IAS 8) effective for annual periods beginning on or after January 1, 2023
- Presentation of Financial Statements (Amendments to IAS 1 and IFRS Practice Statement 2) effective for annual periods beginning on or after January 1, 2023

- Classification of Liabilities as Current or Non-current (Amendments to IAS 1) effective for annual periods beginning on or after January 1, 2024
- Lease Liability in a Sale and Leaseback (Amendments to IFRS 16 Leases) effective for annual periods beginning on or after January 1, 2024.

None of these pronouncements are expected to have a significant impact on the Company's consolidated financial statements upon adoption.

4. Cash and cash equivalents and short-term deposits

($000s)	**December 31, 2022**	December 31, 2021
Cash and cash equivalents	**46,150**	11,523
Short-term deposits	**81,690**	29,243
	127,840	40,766

All of the cash and cash equivalents are held in a Canadian Schedule I bank. Short-term deposits consist of Canadian Schedule I bank guaranteed deposits and are cashable in whole or in part with interest at any time to maturity. Subsequent to December 31, 2022, the Company redeemed $80.4 million of short-term deposits.

5. Amounts receivable and prepaid expenses

($000s)	**December 31, 2022**	December 31, 2021
HST	**4,247**	1,698
Prepaid expenses and other receivables	**3,973**	8,328
	8,220	10,026

6. Investments

($000s)	**January 1, 2022**	**Fair value through other comprehensive income (loss)**	**Loss of associate**	**Impairment**	**Additions**	**December 31, 2022**
Current assets:						
Investments in marketable securities	**3,367**	329	**-**	-	-	3,696
Non-current assets:						
Investment in associate	**2,429**	**-**	**(206)**	**(873)**[(a)]	**39**[(b)]	**1,389**

($000s)	January 1, 2021	Fair value through other comprehensive income (loss)	Loss of associate	Impairment	Additions	December 31, 2021
Current assets:						
Investments in marketable securities	3,826	(459)	-	-	-	3,367
Non-current assets:						
Investment in associate	2,611	-	(221)		39[(c)]	2,429

(a) The Company accounts for its investment in Paramount, a publicly listed company, using the equity method. During the second quarter of 2022, the Company concluded that the fair value of its investment in Paramount, determined based on the closing share price on June 30, 2022, had declined significantly and recorded an impairment of $0.9 million (December 31, 2021- nil) in the consolidated statements of operations and comprehensive income (loss).

(b) In 2022, the Company received 55,322 common shares of Paramount for payment of interest on the secured convertible notes accrued between July 1, 2021 and June 30, 2022. Subsequent to December 31, 2022, the Company received 43,928 common shares of Paramount for payment of interest on the secured convertible notes accrued between July 1, 2022 and December 31, 2022. The accrued interest is classified as receivable from a related party as of December 31, 2022.

(c) During the year ended December 31, 2021, the Company received 30,086 common shares of Paramount for payment of interest on the secured convertible notes accrued between July 1, 2020 and June 30, 2021. Refer to note 7 for details on convertible notes receivable.

The Company holds common shares of several mining companies that were received as consideration for optioned mineral properties and other short-term investments, including one gold exchange traded receipt. These financial assets are recorded at fair value of $3.7 million (December 31, 2021 - $3.4 million) in the consolidated statements of financial position. At December 31, 2022, the Company revalued its holdings in its investments and recorded a fair value increase of $0.3 million in the statement of operations and comprehensive income (loss).

Investment in associate relates to Paramount. As at December 31, 2022, the Company holds a 5.6% (December 31, 2021 – 6.4%) interest in Paramount for which it accounts using the equity method on the basis that the Company has the ability to exert significant influence through its representation on Paramount's board of directors. During 2022, the Company recorded its proportionate share of Paramount's net loss of $0.2 million (2020 – $0.2 million) within equity loss of associate on the consolidated statements of operations and comprehensive income (loss). As at December 31 2022, the carrying value of the Company's investment in Paramount was $1.4 million (December 31, 2021 - $2.4 million).

7. Convertible notes receivable

In September 2019, the Company participated in a private placement to purchase US$ 410,000, at face value, of secured convertible notes issued by Paramount. Each convertible note had an issue price of US$975 per US$1,000 face value with a four-year maturity. The Company purchased 410 convertible notes for a total of $ 0.5 million (US$399,750). The convertible notes bear interest at a rate of 7.5% per annum, payable semi-annually. At any time after the issuance of the convertible notes, the Company can convert all or any portion of the outstanding amount into common shares of Paramount at a price of US$1.00 per common share. The convertible notes receivable are recorded at fair value through profit or loss. The fair value of the convertible notes receivable is determined by using the Binomial Option Pricing model.

As at December 31, 2022, the fair value of the convertible notes receivable was $ 0.6 million (December 31, 2021 - $0.6 million). The fair value was determined using the binomial option pricing model using the following assumptions: risk-free rate of 2.96%, 0.75 years expected remaining life of the convertible note, volatility of 52.6% based on Paramount stock price volatility, forfeiture rate of nil, and dividend yield of nil.

As at December 31, 2021, the fair value of the convertible notes was determined using the binomial option pricing model using the following assumptions: risk-free rate of 0.91%, 1.75 years expected remaining life of the convertible note, volatility of 47% based on Paramount stock price volatility, forfeiture rate of nil, and dividend yield of nil.

During 2022, the Company received 55,322 common shares of Paramount for payment of interest on the secured convertible notes accrued between July 2021 and June 2022. During 2021, the Company received 30,086 common shares of Paramount for payment of interest on the secured convertible notes accrued between July 2020 and June 2021. Subsequent to December 31, 2022, the Company received 43,928 common shares of Paramount for payment of interest on the secured convertible notes accrued and receivable as at December 31, 2022. The accrued interest is classified as receivable from a related party as of December 31, 2022.

8. Long-term receivables

($000s)	**December 31, 2022**	December 31, 2021
BC Hydro [1]	**38,500**	-
Canadian Exploration Expenses (Note 18)	**9,337**	9,172
British Columbia Mineral Exploration Tax Credit [2]	**3,866**	3,866
	51,703	13,038

1) The Company has paid $38.5 million to British Columbia Hydro and Power Authority ("BC Hydro") as advance payments made pursuant to the Company signing a facilities agreement with BC Hydro covering the design and construction of facilities to supply construction phase hydro-sourced electricity to the KSM project.

2) During 2016, upon the completion of an audit of the application by tax authorities of the British Columbia Mineral Exploration Tax Credit ("BCMETC") program, the Company was reassessed $3.6 million, including accrued interest for expenditures that the tax authority has categorized as not qualifying for the BCMETC program. The Company recorded a $3.6 million provision within non-trade payables and accrued expenses on the consolidated statements of financial position as at December 31, 2016 with a corresponding increase in mineral interests. In 2017 the Company filed an objection to the reassessment with the appeals division of the tax authorities and paid one-half of the accrued balance to the Receiver General and reduced the provision by $1.8 million. In 2019, the Company received a decision from the appeals division that the Company's objection was denied, and the Company filed a Notice of Appeal with the British Columbia Supreme Court. The Attorney General of Canada replied to the facts and arguments in the Company's Notice of Appeal and stated its position that the Company's expenditures did not qualify for the BCMETC program. During the first quarter 2022, the Company completed discoveries with the Department of Justice and will continue to move the appeal process forward as expeditiously as possible. The Company intends to continue to fully defend its position. Based on the facts and circumstances of the Company's objection, the Company concludes that it is more likely than not that it will be successful in its objection. As at December 31, 2022, the Company has paid $1.6 million to the Receiver General, and the Canada Revenue Agency (CRA) has withheld $ 2.3 million of HST credits due to the Company that would fully cover the residual balance, including interest, should the Company be unsuccessful in its challenge. The amount recorded in long-term receivables as of December 31, 2022 of $3.9 million includes the initial reassessment of $3.6 million, plus accrued interest.

9. Mineral Interests, Property and Equipment

($000s)	Mineral interests	Construction in progress	Property & equipment [1]	Right-of-use assets [1]	Total
Cost					
As at January 1, 2021	591,446	-	-	307	591,753
Additions	40,559	27,061	3,080	100	70,800
As at December 31, 2021	632,005	27,061	3,080	407	662,553
Additions	**55,069**	**120,287**	**43,177**	**2,030**	**220,563**
As at December 31, 2022	**687,074**	**147,348**	**46,257**	**2,437**	**883,116**
Accumulated Depreciation					
As at January 1, 2021	-	-	-	72	72
Depreciation expense	-	-	117	85	202
As at December 31, 2021	-	-	117	157	274
Depreciation expense [1]	**-**	**-**	**953**	**392**	**1,345**
As at December 31, 2022	**-**	**-**	**1,070**	**549**	**1,619**
Net Book Value					
As at December 31, 2021	632,005	27,061	2,963	250	662,279
As at December 31, 2022	**687,074**	**147,348**	**45,187**	**1,888**	**881,497**

1) Depreciation expense related to camps, equipment, and right-of-use assets associated with the KSM construction is capitalized to construction in progress.

Mineral interests, property and equipment additions by project are as follows.

		Year ended December 31, 2022					
($000s)	January 1, 2022	Mineral interests	Construction in progress	Property & equipment	Right-of-use assets	Total Additions	December 31, 2022
Additions							
KSM [1]	**502,015**	**39,985**	**120,287**	**43,177**	**1,726**	**205,175**	**707,190**
Courageous Lake	**77,176**	**823**	**-**	**-**	**-**	**823**	**77,999**
Iskut	**41,779**	**8,125**	**-**	**-**	**-**	**8,125**	**49,904**
Snowstorm	**31,471**	**3,091**	**-**	**-**	**-**	**3,091**	**34,562**
3 Aces	**9,034**	**3,045**	**-**	**-**	**-**	**3,045**	**12,079**
Grassy Mountain	**771**	**-**	**-**	**-**	**-**	**-**	**771**
Corporate	**307**	**-**	**-**	**-**	**304**	**304**	**611**
	662,553	**55,069**	**120,287**	**43,177**	**2,030**	**220,563**	**883,116**

($000s)	January 1, 2021	Year ended December 31, 2021 Mineral interests	Construction in progress	Property & equipment	Right-of-use assets	Total Additions	December 31, 2021
Additions							
KSM [2]	444,167	27,607	27,061	3,080	100	57,848	502,015
Courageous Lake	76,522	654	-	-	-	654	77,176
Iskut	37,949	3,830	-	-	-	3,830	41,779
Snowstorm	24,924	6,547	-	-	-	6,547	31,471
3 Aces	7,113	1,921	-	-	-	1,921	9,034
Grassy Mountain	771	-	-	-	-	-	771
Corporate	307	-	-	-	-	-	307
	591,753	**40,559**	**27,061**	**3,080**	**100**	**70,800**	**662,553**

1) Construction in progress additions at KSM includes $ 14.7 million of capitalized borrowing costs.

2) $3.9 million of costs related to the BCMETC audit (refer to Note 8) were reclassified from mineral interests to amounts receivable.

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

a) KSM

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 2011 and 2012, the Company completed agreements granting a third party an option to acquire a 2% net smelter royalty on all gold and silver production sales from KSM for a payment equal to the lesser of $160 million or US$200 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.

In December 2020, the Company purchased the Snowfield (renamed East Mitchell) property from Pretium Resources Inc. The East Mitchell property, located in the same valley that hosts KSM's Mitchell deposit, was purchased for US$100 million ($127.5 million) in cash, a 1.5% net smelter royalty on East Mitchell property production, and a conditional payment of US$20 million, payable following the earlier of (i) commencement of commercial production from East Mitchell property, and (ii) announcement by the Company of a bankable feasibility study which includes production of reserves from the East Mitchell property. US$15 million of the conditional payment can be credited against future royalty payments.

Additions to mineral interests of $ 40 million (2021 - $ 27.6 million) consisted of costs incurred to carry out the Company's environmental, technical support, exploration and drilling programs at KSM.

Additions to construction in progress consisted of $ 104.6 million (2021- $ 27.0 million) of KSM assets under construction costs, $ 14.7 million (2021- nil) of capitalized borrowing costs related to the secured note interest expense, and $ 0.9 million (2021- $ 0.1 million) of capitalized depreciation expense.

Additions to property and equipment consisted of $ 37.8 million (2021- nil) of commissioned camp costs, $ 4.5 million (2021- $ 3.1 million) of equipment costs, and $0.7 million (2021- nil) of leasehold improvements

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 Courageous Lake gold project consists of mining leases located in Northwest Territories of Canada.

c) Iskut

On June 21, 2016, the Company purchased 100% of the common shares of SnipGold Corp. which owns the Iskut Project, located in northwestern British Columbia.

In 2022, total mineral interests additions at Iskut were $ 8.1 million, of which $6.1 million was related to exploration activities, $ 1.0 million was related to environmental costs, and $0.9 million was related to project payroll costs.

Additions to mineral interests in 2022 consisted of costs to carry out the Company's exploration and drilling program at Iskut.

d) Snowstorm

In 2017, the Company purchased 100% of the common shares of Snowstorm Exploration LLC which owns the Snowstorm Project, located in northern Nevada. In connection with the acquisition, the Company has agreed to make a conditional cash payment of US$2.5

million if exploration activities at the Snowstorm Project result in defining a minimum of five million ounces of gold resources compliant with National Instrument 43-101 and a further cash payment of US$5.0 million on the delineation of an additional five million ounces of gold resources.

In 2022, total mineral interests additions at Snowstorm were $ 3.1 million, which consisted of costs incurred to carry out the Company's exploration and drill program.

e) 3 Aces

In 2020, the Company acquired a 100% interest in the 3 Aces gold project in the Yukon, Canada from Golden Predator Mining Corp. through the issuance of 300,000 common shares valued at $6.6 million. Should the project attain certain milestones, including the confirmation of a National Instrument 43-101 compliant mineral resource of 2.5 million ounces of gold, the Company will pay an additional $1 million, and upon confirmation of an aggregate mineral resource of 5 million ounces of gold, the Company will pay an additional $1.25 million.

In 2022, total mineral interests additions at 3 Aces were $ 3.0 million, which consisted of costs incurred to carry out the Company's exploration and drill program.

f) Grassy Mountain

In 2013, the Company sold 100% of its interest in the Grassy Mountain Project with a net book value of $0.8 million retained within mineral properties, related to the option to either receive, at the discretion of the Company, a 10% net profits interest royalty or a $10 million cash payment. Settlement is due four months after the later of: the day that the Company receives a feasibility study on the project; and the day that the Company is notified that permitting and bonding for the mine is in place. The current owner of the Grassy Mountain Project is Paramount who completed a feasibility study in 2020 but they have not notified the Company that permitting and bonding for the mine is in place.

10. Accounts payable and accrued liabilities

($000s)	**December 31, 2022**	December 31, 2021
Trade payables	**15,686**	10,190
Non-trade payables and accrued expenses	**27,270**	1,975
	42,956	12,165

1) Non-trade payables and accrued expenses include $ 26.3 million of accrued expenses related to construction at KSM.

11. Provision for reclamation liabilities

($000s)	**December 31, 2022**	December 31, 2021
Beginning of the period	**8,442**	6,164
Disbursements	**(4,519)**	(3,320)
Environmental rehabilitation expense	**6,851**	5,515
Accretion	**72**	83
End of the period	**10,846**	8,442
Provision for reclamation liabilities – current	**4,343**	3,680
Provision for reclamation liabilities – long-term	**6,503**	4,762
	10,846	8,442

The estimate of the provision for reclamation obligations, as at December 31, 2022, was calculated using the estimated discounted cash flows of future reclamation costs of $10.8 million (December 31, 2021 - $ 8.4 million) and the expected timing of cash flow payments required to settle the obligations between 2022 and 2026. As at December 31, 2022, the undiscounted future cash outflows are estimated at $11.5 million (December 31, 2021 - $8.6 million) primarily over the next three years. The nominal discount rate used to calculate the present value of the reclamation obligations was 4.07% at December 31, 2022 (0.9% - December 31, 2021). For the year ended December 31, 2022, reclamation disbursements amounted to $4.5 million (2021 - $3.3 million).

In 2021, the Company updated the closure plan for the Johnny Mountain mine site and charged an additional $ 5.4 million of rehabilitation expenses to the consolidated statements of operations and comprehensive income (loss). In 2022, the Company updated the closure plan for the Johnny Mountain mine site and charged an additional $6.6 million of rehabilitation expenses to the consolidated statements of operations and comprehensive income (loss). Expenditures include the estimated costs for the closure of all adits and vent raises, removal

of the mill and buildings, treatment of landfills and surface water management as well as ongoing logistics, freight and fuel costs.

In 2022, the Company placed $5.4 million on deposit as security for the reclamation obligations at KSM. As at December 31, 2022, the Company has placed a total of $20.6 million (December 31, 2021 - $15.2 million) on deposit with financial institutions or with government regulators that are pledged as security against reclamation liabilities. The deposits are recorded on the consolidated statements of financial position as reclamation deposit. As at December 31, 2022, the Company had $7.9 million (December 31, 2021, $3.0 million) of uncollateralized surety bond, issued pursuant to arrangements with an insurance company, in support of environmental closure costs obligations related to the KSM project.

12. Secured note liability

On February 25, 2022, the Company, through its wholly-owned subsidiary, KSM Mining ULC ("KSMCo") signed a definitive agreement to sell a secured note ("secured note") that is to be exchanged at maturity for a silver royalty on its 100% owned KSM Project ("KSM") to institutional investors ("Investors") for US$225 million. The transaction closed on March 24, 2022. The key terms of the secured note include:

- When the secured note matures, the Investors will use all of the principal amount repaid on maturity to purchase a 60% gross silver royalty (the "Silver Royalty") maturity occurs upon the first to occur of:

  a) Commercial production being achieved at KSM; and

  b) Either the 10-year anniversary, or if the Environmental Assessment Certificate ("EAC") expires and the Investors do not exercise their right to put the secured note to the Company, the 13-year anniversary of the issue date of the secured note.

- Prior to its maturity, the secured note bears interest at 6.5% per annum, payable quarterly in arrears. The Company can elect to satisfy interest payments in cash or by delivering common shares.

- The Company has the option to buyback 50% of the Silver Royalty, once exchanged on or before 3 years after commercial production has been achieved, for an amount that provides the Investors a minimum guaranteed annualized return.

- If project financing to develop, construct and place KSM into commercial production is not in place by the fifth anniversary from closing, the Investors can put the secured note back to the Company for US$232.5 million, with the Company able to satisfy such amount in cash or by delivering common shares at its option. This right expires once such project financing is in place. If the Investors exercise this put right, the Investors' right to purchase the Silver Royalty terminates.

- If KSM's EAC expires at anytime while the secured note is outstanding, the Investors can put the secured note back to the Company for US$247.5 million at any time over the following nine months, with the Company able to satisfy such amount in cash or by delivering common shares at its option. If the Investors exercise this put right, the Investors' right to purchase the Silver Royalty terminates.

- If commercial production is not achieved at KSM prior to the tenth anniversary from closing, the Silver Royalty payable to the Investors will increase to a 75% gross silver royalty (if the EAC expires during the term of the secured note and the corresponding put right is not exercised by the Investors, this uplift will occur at the thirteenth anniversary from closing).

- No amount payable shall be paid in common shares if, after the payment, any of the Investors would own more than 9.9% of the Company's outstanding shares.

- The Company's obligations under the secured note are secured by a charge over all of the assets of KSMCo and a limited recourse guarantee from the Company secured by a pledge of the shares of KSMCo.

A number of the above noted options within the agreement represent embedded derivatives. Management has elected to not separate these embedded derivatives from the underlying host secured note, and instead account for the entire secured note as a financial liability at fair value through profit or loss.

The Company entered into the loan commitment within the scope of IFRS 9 'Financial Instruments' on February 25, 2022 related to the secured note, as at that date, the Company and the Investors were committed under pre-specified terms and conditions to complete the transaction. The loan commitment was initially recognized at a fair value of US$225 million. Upon funding of the secured note on March 24, 2022, the loan commitment was settled with no gain or loss recognized.

The secured note was recognized at its estimated fair value at initial recognition of $ 282.3 million (US$225 million) using a discounted cash flow model with a Monte Carlo simulation. This incorporated several scenarios and probabilities of the EAC expiring, achieving commercial production and securing project financing, forecasted silver prices and the discount rates. During the year ended December 31, 2022, the fair value of the secured note decreased, and the Company recorded $36.7 million gain on the remeasurement.

The following inputs and assumptions were used in the determination of fair value:

Inputs and assumptions	March 24, 2022	**December 31, 2022**
Weighted Average Life [1]	23.5 years	**44.9 years**
Forecast silver production in thousands of ounces	105,778	**166,144**

Future silver price	US$ 28.96 to US$35.42	**US$ 29.38 to US$110.51**
Risk-free rate	2.5%	**3.4%**
Credit spread	5.2%	**5.3%**
Volatility	60%	**60%**
Silver royalty discount factor	7.1%	**8.6%**

1) Weighted average life reflects the revised silver forecast production schedule contained in the recently filed KSM updated Preliminary Feasibility Study ("PFS") and Preliminary Economic Assessment ("PEA") for the KSM project filed in the second quarter of 2022

The carrying amount for the secured note is as follows:

($000s)	**Secured Note**
Fair value at inception	**282,263**
Add (deduct):	
Unrealized change in fair value	**(39,879)**
Foreign currency translation loss	**21,157**
Carrying value and fair value on December 31, 2022	**263,541**

Sensitivity Analysis:

For the fair value of the secured note, reasonably possible changes at the reporting date to one of the significant inputs, holding other inputs constant, would have the following effects:

Key Inputs	**Inter-relationship between significant inputs and fair value measurement**	**Increase (decrease) (millions)**
Key observable inputs	The estimated fair value would increase (decrease) if:	
• Silver price forward curve	• Future silver prices were 10% higher	$ 9.7
	• Future silver prices were 10% lower	$ (9.8)
• Discount rates (7.6% - 9.6%)	• Discount rates were 1% higher	$ (16.1)
	• Discount rates were 1% lower	$ 18.7
Key unobservable inputs		
• Forecasted silver production	• Silver production indicated silver ounces were 10% higher	$ 9.7
	• Silver production indicated silver ounces were 10% lower	$ (9.8)

13. Shareholders' equity

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, 2022 or December 31, 2021.

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.

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 2022. The Company considers its capital to be share capital, stock-based compensation, warrants, contributed surplus and deficit. The Company is not subject to externally imposed capital requirements.

a) Equity financings

During the first quarter of 2021, the Company entered into an agreement with two securities dealers, for an At-The-Market offering program, entitling the Company, at its discretion, and from time to time, to sell up to US$75 million in value of common shares of the Company. This program was in effect until the Company's US$775 million Shelf Registration Statement, that expired in December 2022, was replaced with a new US$750 million the same month. Subsequent to the year end, a US$100 million prospectus supplement was filed and the program was renewed at that time.In 2021, the Company issued 2,242,112 shares, at an average selling price of $22.71 per share, for net proceeds of $49.9 million under the Company's At-The-Market offering. In 2022, the Company issued 998,629 shares, at an average selling price of $22.82 per share, for net proceeds of $22.3 million under the Company's At-The-Market offering.

Subsequent to December 31, 2022, the Company entered into a new agreement with two securities dealers, for an At-The-Market offering program, entitling the Company, at its discretion, and from time to time, to sell up to US$100 million in value of common shares of the Company. This program can be in effect until the Company's US$750 million Shelf Registration Statement expires in 2025. Subsequent to December 31, 2022, the Company issued 313,666 shares, at an average selling price of $ 18.26 per share, for net proceeds of $5.6 million under the Company's At-The-Market offering.

In December 2022, the Company issued a total of 675,400 flow-through common shares at an average $22.24 per common share for aggregate gross proceeds of $15.0 million. The Company committed to renounce its ability to deduct qualifying exploration expenditures for the equivalent value of the gross proceeds of the flow-through financing and transfer the deductibility to the purchasers of the flow-through shares. The effective date of the renouncement was December 31, 2022. At the time of issuance of the flow-through shares, $4.2 million premium was recognized as a liability on the consolidated statements of financial position.

In June 2021, the Company issued 350,000 flow-through common shares at $28.06 per common share for aggregate gross proceeds of $9.8 million. The Company committed to renounce its ability to deduct qualifying exploration expenditures for the equivalent value of the gross proceeds of the flow-through financing and transfer the deductibility to the purchasers of the flow-through shares. The effective date of the renouncement was December 31, 2021. At the time of issuance of the flow-through shares, $1.5 million premium was recognized as a liability on the consolidated statements of financial position. During 2021, the Company incurred $1.1 million of qualifying exploration expenditures and $0.2 million of the premium was recognized through other income on the consolidated statements of operations and comprehensive income (loss). During 2022, the Company incurred $8.7 million of qualifying exploration expenditures and the remaining $1.3 million of the premium was recognized through other income on the consolidated statements of operations and comprehensive income (loss).

In June 2020, the Company issued 345,000 flow-through common shares at $32.94 per common share for aggregate gross proceeds of $11.4 million. The Company committed to renounce its ability to deduct qualifying exploration expenditures for the equivalent value of the gross proceeds of the flow-through financing and transfer the deductibility to the purchasers of the flow-through shares. The effective date of the renouncement was December 31, 2020. In accordance with draft legislation released on December 16, 2020 in relation to the COVID-19 pandemic, a 12-month extension was provided to the normal timelines in which the qualifying exploration expenditures should be incurred. At the time of issuance of the flow-through shares, $3.9 million premium was recognized as a liability on the consolidated statements of financial position. During 2020, the Company incurred $4.7 million of qualifying exploration expenditures and $1.6 million of the premium was recognized through other income on the consolidated statements of operations and comprehensive income (loss). During 2021, the Company incurred $6.5 million of qualifying exploration expenditures and $ 2.2 million of the premium was recognized through other income on the consolidated statements of operations and comprehensive income (loss). During the first quarter of 2022, the Company incurred $0.2 million of qualifying exploration expenditures and the remaining $ 0.1 million of the premium was recognized through other income on the consolidated statements of operations and comprehensive income (loss).

b) Stock options and restricted share units

The Company provides compensation to directors and employees in the form of stock options and RSUs. 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. Pursuant to the Company's RSU Plan, the Board of Directors has the authority to grant RSUs, and to establish terms of the RSUs including the vesting criteria and the life of the RSU.

Stock option and RSU transactions were as follows:

	Options			**RSUs**		**Total**
	Number of Options	**Weighted Average Exercise Price ($)**	**Amortized Value of options ($000s)**	**Number of RSUs**	**Amortized Value of RSUs ($000s)**	**Stock-based Compensation ($000s)**
Outstanding January 1, 2022	**1,023,334**	**14.61**	**8,125**	**173,800**	**572**	**8,697**
Granted	**-**	**-**	**-**	**320,266**	**187**	**187**
Exercised option or vested RSU	**(540,834)**	**13.54**	**(3,974)**	**(148,800)**	**(3,172)**	**(7,146)**
Expired	**(5,000)**	**13.14**	**(34)**	**-**	**-**	**(34)**
Amortized value of stock-based compensation	**-**	**-**	**-**	**-**	**2,951**	**2,951**
Outstanding at December 31, 2022	**477,500**	**15.85**	**4,117**	**345,266**	**538**	**4,655**
Exercisable at December 31, 2022	**477,500**					

	Options			RSUs		Total
	Number of Options	Weighted Average Exercise Price ($)	Amortized Value of options ($000s)	Number of RSUs	Amortized Value of RSUs ($000s)	Stock-based Compensation ($000s)
Outstanding at January 1, 2021	2,611,691	12.51	22,524	135,450	487	23,011

Granted	-	-	-	173,800	573	573
Exercised option or vested RSU	(1,585,501)	11.17	(14,370)	(135,450)	(3,413)	(17,783)
Expired	(2,856)	6.30	(37)	-	-	(37)
Amortized value of stock-based compensation	-	-	8	-	2,925	2,933
Outstanding at December 31, 2021	1,023,334	14.61	8,125	173,800	572	8,697
Exercisable at December 31, 2021	1,023,334					

The outstanding share options at December 31, 2022 expire at various dates between October 2023 and June 2024. A summary of options outstanding, their remaining life and exercise prices as at December 31, 2022 is as follows:

	Options Outstanding		Options Exercisable
Exercise price	**Number outstanding**	**Remaining contractual life**	**Number Exercisable**
$ 16.94	50,000	10 months	50,000
$ 15.46	377,500	1 year	377,500
$ 17.72	50,000	1 year 6 months	50,000
	477,500		477,500

During the year ended December 31, 2022, 540,834 options were exercised (2021 - 1,585,501) for proceeds of $3.9 million (2021 - $17.7 million) and 148,800 RSUs vested (2021 - 135,400). In total, 689,634 common shares were issued (2021 - 1,720,951). The weighted average share price at the date of exercise of options exercised during the year ended December 31, 2022 was $18.74 (2021 - $22.39).

In December 2022, 310,266 RSUs were granted. Of these, 37,500 RSUs were granted to Board members, 232,266 RSUs were granted to members of senior management, and the remaining 40,500 RSUs were granted to other employees of the Company. The fair value of the grants, of $5.1 million, was estimated as at the grant date to be amortized over the expected service period of the grants. The expected service period ranges from six months to three years from the date of the grant and is dependent on certain corporate objectives being met. Of the $5.1 million fair value of the grants, $ 0.1 million was amortized during the fourth quarter of 2022, and the remaining $5.0 million will be amortized over the remaining estimated service periods of the respective tranches.

During the third quarter of 2022, 10,000 RSUs were granted to a Board member. Half of the RSUs vest on the first anniversary of the appointment and the remaining half on the second anniversary. The fair value of the grants, of $0.2 million, was estimated as at the grant date to be amortized over the expected service period of the grants. As at December 31, 2022, $0.1 million of the fair value of the grants was amortized.

In December 2021, 123,800 RSUs were granted. Of these, 28,000 RSUs were granted to Board members, 75,200 RSUs were granted to members of senior management, and the remaining 20,600 RSUs were granted to other employees of the Company. The fair value of the grants, of $2.6 million, was estimated as at the grant date to be amortized over the expected service period of the grants. The expected service period of approximately four months from the date of the grant was dependent on certain corporate objectives being met. Of the $2.6 million fair value of the grants, $ 0.4 million was amortized during the fourth quarter 2021, and the remaining $ 2.2 million was amortized during the first quarter of 2022. During the second quarter of 2022, 128,800 RSUs were vested and 119,800 RSUs were exchanged for common shares of the Company.

During the third and fourth quarter of 2021, 40,000 RSUs were granted to three new members of senior management. Half of the RSUs vest on the first anniversary of employment and the remaining half on the second anniversary. The fair value of the grants, of $0.9 million, was estimated at the grant date to be amortized over the expected service period of the grants. In 2022, 20,000 RSUs were vested, and as at December 31, 2022, $0.7 million of the fair value of the grants was amortized.

During the second quarter of 2021, 10,000 RSUs were granted to a Board member. Half of the RSUs vested on the first anniversary of the appointment and the remaining half will vest on the second anniversary. The fair value of the grants, of $0.2 million, was estimated as at the grant date to be amortized over the expected service period of the grants. During the second quarter of 2022, 5,000 RSUs were vested, and as at December 31, 2022, $0.2 million of the fair value of the grants was amortized.

c) Basic and diluted net income (loss) per common share

Basic and diluted net loss attributable to common shareholders of the Company for the year ended December 31, 2022 was $ 7.4 million (2021 - $0.9 million net income).

Earnings per share has been calculated using the weighted average number of common shares and common share equivalents issued and outstanding during the period. Stock options are reflected in diluted earnings per share by application of the treasury method. The following table details the weighted average number of outstanding common shares for the purpose of computing basic and diluted

earnings per common share for the following periods:

($000s)	December 31, 2022	December 31, 2021
Weighted average number of common shares outstanding	**80,058,861**	76,413,554
Dilutive effect of options	**-**	1,023,334
Dilutive effect of RSUs	**-**	163,800
	80,058,861	77,600,688

For the year ended December 31, 2022, 427,500 stock options and 345,266 RSUs were not included in the calculation of diluted earnings per share since to include them would be anti-dilutive.

14. Cash flow items

Adjustment for other non-cash items within operating activities:

		Year Ended	
($000s)	Notes	December 31, 2022	December 31, 2021
Impairment of investment in associate	6	**873**	-
Equity loss of associate	6	**207**	221
Unrealized gain on convertible notes receivable	7	**(25)**	(104)
Accrued interest income on convertible notes receivable	7	**(39)**	(39)
Depreciation	9	**84**	85
Finance costs, net		**72**	110
Effects of exchange rate fluctuation on cash and cash equivalents	7	**(3,216)**	184
		(2,044)	457

15. Fair value of financial assets and liabilities

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 fair values of financial assets and liabilities were as follows:

	December 31, 2022				
($000s)	Carrying Amount	Level 1	Level 2	Level 3	Total Fair Value
Assets					
Cash and cash equivalents	**46,150**	**46,150**	**-**	**-**	**46,150**
Short-term deposits	**81,690**	**81,690**	**-**	**-**	**81,690**
Amounts receivable	**6,260**	**6,260**	**-**	**-**	**6,260**
Investment in marketable securities	**3,696**	**3,696**	**-**	**-**	**3,696**
Convertible notes receivable	**631**	**-**	**-**	**631**	**631**
Long-term receivables	**51,703**	**51,703**	**-**	**-**	**51,703**
	190,130	**189,499**	**-**	**631**	**190,130**
Liabilities					
Accounts payable and accrued liabilities	**42,956**	**42,956**	**-**	**-**	**42,956**
Secured note	**263,541**	**-**	**-**	**263,541**	**263,541**
	306,497	**42,956**	**-**	**263,541**	**306,497**

	December 31, 2021

($000s)	Carrying Amount	Level 1	Level 2	Level 3	Total Fair Value
Assets					
Cash and cash equivalents	11,523	11,523	-	-	11,523
Short-term deposits	29,243	29,243	-	-	29,243
Amounts receivable and prepaid expenses	5,229	5,229	-	-	5,229
Investment in marketable securities	3,367	3,367	-	-	3,367
Convertible notes receivable	606	-	-	606	606
Long-term receivables	13,038	13,038	-	-	13,038
	63,006	62,400	-	606	63,006
Liabilities					
Accounts payable and accrued liabilities	12,165	12,165	-	-	12,165
	12,165	12,165	-	-	12,165

The carrying value of cash and cash equivalents, short-term deposits, amounts receivable and accounts payable and accrued liabilities approximate their fair values due to the short-term maturity of these financial assets and liabilities.

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, convertible notes receivable, and receivables included in amounts receivable and prepaid expenses. The Company has no significant concentration of credit risk arising from operations. The 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. 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, 2022, the Company had cash and cash equivalents of $46.2 million and short-term deposits of $ 81.7 million (December 31, 2021 - $11.5 million and $ 29.2 million, respectively) for settlement of current financial liabilities of $ 47.3 million (December 31, 2021 - $ 12.2 million). Except for the secured note liability and the reclamation obligations, the Company's financial liabilities primarily have contractual maturities of 30 days and are subject to normal trade terms. The Company's ability to fund its operations and capital expenditures and other obligations as they become due is dependent upon market conditions.

The following tables detail the Company's expected remaining contractual cash flow requirements for its financial liabilities on repayment or maturity periods. The amounts presented are based on the contractual undiscounted cash flows and may not agree with the carrying amounts in the Consolidated Statements of Financial Position.

($000s)	**Less than 1 year**	**1-3 years**	**3-5 years**	**Greater than 5 years**	**Total**
Secured note including interest	19,808	39,616	39,616	164,501	**263,541**
Flow-through share expenditures	15,023	-	-	-	**15,023**
Lease obligation	669	834	106	92	**1,701**
	35,500	**40,450**	**39,722**	**164,593**	**280,265**

As the Company does not generate cash inflows from operations, the Company is dependent upon external sources of financing to fund its exploration projects and on-going activities. If required, the Company will seek additional sources of cash to cover its proposed exploration and development programs at its key projects, in the form of equity financing and from the sale of non-core assets. Refer to Note 13 for details on equity financing.

Market Risk

(a) Interest Rate Risk

Interest rate risk is the risk that the future cash flows of a financial instrument or its fair value will fluctuate because of changes in market interest rates. The secured note liability (Note 12) bears interest at a fixed rate of 6.5% per annum. The Company's current policy is to invest excess cash in Canadian bank guaranteed notes (short-term deposits). 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 secure note liability and the related interest payments are denominated in US dollars. The Company has the option to pay the interest either in cash or in shares. The Company also funds certain operations, exploration and administrative expenses in the United States on a cash call basis using US dollar cash on hand or converted from its Canadian dollar cash. Management believes the foreign exchange risk derived from currency conversions is not significant to its operations and has not entered into any foreign exchange hedges. As at December 31, 2022, the Company had cash and cash equivalents, investment in associate, convertible notes receivable, loan receivable, reclamation deposits, accounts payable, accrued liabilities and secured note that are in US dollars.

(c) Investment Risk

The Company has investments in other publicly listed exploration companies which are included in investments. These shares were received as option payments on certain exploration properties the Company owns or has sold. In addition, the Company holds $3.6 million in a gold exchange traded receipt that is recorded on the consolidated statements of financial position in investments. The risk on these investments is significant due to the nature of the investment but the amounts are not significant to the Company.

16. Corporate and administrative expenses

($000s)	**2022**	2021
Employee compensation	**7,479**	5,781
Stock-based compensation	**3,138**	3,506
Professional fees	**2,591**	1,828
Other general and administrative	**2,882**	2,264
	16,090	13,379

17. Related party disclosures

Compensation to key management personnel of the Company:

($000s)	**2022**	2021
Compensation of directors:		
Directors' fees	**560**	431
Stock-based compensation	**675**	704
	1,235	1,135
Compensation of key management personnel:		
Salaries and consulting fees	**7,892**	5,773
Stock-based compensation	**2,026**	2,226
	9,918	7,999
	11,153	9,134

During year ended December 31, 2022 and 2021, there were no payments to related parties other than compensation paid to key management personnel. 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.

18. Income taxes

($000s)	**2022**	2021
Deferred tax expense (recovery)	**8,268**	4,630
	8,268	4,630

Tax expense (recovery) recognized in other comprehensive income or directly in equity

($000s)	**2022**	2021
Financing costs - recognized in statement of equity	**(330)**	(438)
Unrealized gain or loss on marketable securities - recognized in OCI	**831**	(61)
	501	(499)

In 2022, the Company recognized income tax expense of $ 8.3 million, primarily due to the deferred tax liability arising from the gain recognized on remeasurement of the fair value of the secured note liability, and from the renouncement of expenditures related to the June 2021 flow-through shares issued which are capitalized for accounting purposes. The income tax expense was partially offset by income tax recovery arising from the losses in the period. The income tax impact of the revaluation of the secured note liability that was recorded

through other comprehensive income (loss) during 2022, of $0.05 million, was also recorded through other comprehensive income (loss).

(a) Rate Reconciliation

The provision for income taxes differs from the amount that would have resulted by applying the combined Canadian Federal, Ontario, British Columbia, Northwest Territories and Yukon statutory income tax rates of 26.68% (2021 - 26.63%).

($000s)	**2022**	2021
Earnings before income taxes	**874**	5,525
	26.68%	26.63%
Tax expense calculated		
Using statutory rates	**233**	1,471
Non-deductible items	**2,280**	303
Difference in foreign tax rates	**103**	(8)
Change in deferred tax rates	**(116)**	(132)
Movement in tax benefits not recognized	**2,996**	949
Impact of true-up of prior year balances	**124**	1
Renouncement of flow-through expenditures	**2,525**	2,020
Other	**123**	24
Income tax expense	**8,268**	4,630

(b) Deferred Income Tax

The following table summarizes the significant components of deferred income tax assets and liabilities:

($000s)	**December 31, 2022**	December 31, 2021
Deferred income tax assets:		
Property and equipment	**565**	292
Provision for reclamation liabilities	**1,235**	595
Financing costs	**2,487**	2,080
Non-capital loss carryforwards	**38,255**	33,098
Deferred income tax liabilities:		
Mineral interests	**(63,710)**	(59,229)
Secured note	**(10,766)**	-
Net deferred income tax liabilities	**(31,934)**	(23,164)

(c) Unrecognized Deferred Tax Assets

The company has not recognized deferred income tax assets in respect of the following tax effected deductible temporary differences:

($000s)	**December 31, 2022**	December 31, 2021
Marketable securities	**137**	182
Loss carryforwards	**834**	798
Investment tax credits	**1,481**	1,481
Foreign tax credits	**268**	268
Mineral properties	**437**	140
Provision for reclamation liabilities	**1,091**	1,083

Deferred tax has not been recognized on the deductible temporary difference of $ 2.1 million (2021 - $3.2 million) relating to investments in subsidiaries as these amounts will not be distributed in the foreseeable future.

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 probable that future taxable profit would be available against which the Company can utilize the benefits there from.

(d) Income Tax Attributes

As at December 31, 2022, the Company had the following income tax attributes to carry forward.

	($000s)	Expiry date
Canadian non-capital losses	**143,103**	2042
Canadian capital losses	**2,571**	Indefinite
Canadian tax basis of mineral interest	**406,278**	Indefinite

US non-capital losses	**480**	2042
US tax basis of mineral interest	**23,201**	Indefinite

19. Commitments and contingencies

	Payments due by years				
($000s)	**Total**	**2023**	**2024-25**	**2026-27**	**2028-29**
Secured note – interest	138,656	19,808	39,616	39,616	39,616
Capital expenditure obligations	104,688	98,128	6,560	-	-
Flow-through share expenditures	15,023	15,023	-	-	-
Mineral interests	5,782	826	1,652	1,652	1,652
Lease obligation	1,701	669	834	106	92
	265,850	**134,454**	**48,662**	**41,374**	**41,360**

In 2022, the Company entered into a Facilities Agreement with BC Hydro covering the design and construction of facilities by BC Hydro to supply construction phase hydro-sourced electricity to the KSM project.

The cost to complete the construction is estimated to be $ 32.8 million of which the Company has paid $ 11.7 million to BC Hydro and the remaining balance is due in 2023. In addition, the Facilities Agreement requires $54.2 million in security or cash from the Company for BC Hydro system reinforcement which is required to make the power available of which the Company has paid $21.2 million to BC Hydro and the balance is due in 2023. The $54.2 million system reinforcement security will be forgiven annually, typically over a period of less than 8 years, based on project power consumption. Subsequent to December 31, 2022, $43.7 million was paid to BC Hydro.

Prior to its maturity, the secured note bears interest at 6.5%, or US$14.6 million per annum, payable quarterly in arrears. The Company can elect to satisfy interest payments in cash or by delivering common shares. Refer to Note 12 for details on the secured note.

As previously disclosed in the Company's prior years financial statements, in 2019 the Company received a notice from the CRA that it proposed to reduce the amount of expenditures reported as Canadian Exploration Expenses (CEE) for the three-year period ended December 31, 2016. The Company has funded certain of its exploration expenditures, from time-to-time, with the proceeds from the issuance of flow-through shares and renounced, to subscribers, the expenditures which it determined to be CEE. The notice disputes the eligibility of certain types of expenditures previously audited and approved as CEE by the CRA. The Company strongly disagrees with the notice and responded to the CRA auditors with additional information for their consideration. In 2020, the CRA auditors responded to the Company's submission and, although accepting additional expenditures as CEE, reiterated that their position remains largely unchanged and subsequently issued reassessments to the Company reflecting the additional CEE expenditures accepted and $2.3 million of Part XII.6 tax owing. The Company has been made aware that the CRA has reassessed certain investors who subscribed for the flow-through shares, reducing CEE deductions. Notice of objections to the Company's and investors' reassessments have been filed for all those that have been received and will be appealed to the courts, should the notice of objections be denied. The Company has indemnified the investors that subscribed for the flow-through shares. The potential tax indemnification to the investors is estimated to be $10.8 million, plus $2.9 million potential interest. No provision has been recorded related to the tax, potential interest, nor the potential indemnity as the Company and its advisors do not consider it probable that there will ultimately be an amount payable.

During 2021 and 2022, the Company deposited $ 9.3 million into the accounts of certain investors with the Receiver General, in return for their agreement to object to their respective assessments and agreement to repay the Company the full amount deposited on their behalf upon resolution of the Company's appeal. The deposits made has been recorded as long-term receivables on the statement of financial position as at December 31, 2022.

Exhibit 99.2

SEABRIDGE GOLD INC.

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2022 and 2021

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 a policy 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 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' reports, 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.

/s/ Rudi P. Fronk
Rudi P. Fronk
Chairman & CEO
March 30, 2023

/s/ Christopher J. Reynolds
Christopher J. Reynolds
Vice President, Finance and Chief Financial Officer
March 30, 2023

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

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of Seabridge Gold Inc.

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated statements of financial position of Seabridge Gold Inc. (the Company) as of December 31, 2022 and 2021, the related consolidated statements of operations and comprehensive income (loss), changes in shareholders' equity, and cash flows for each of the years in the two-year period ended December 31, 2022, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and its financial performance and its cash flows for each of the years in the two-year period ended December 31, 2022, 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) (PCAOB), the Company's internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated March 30, 2023 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

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Valuation of secured note liability

As discussed in Note 12 to the consolidated financial statements, the Company signed a definitive agreement to sell a secured note for US$225 million. As discussed in Note 3(c)(ii) to the consolidated financial statements, the Company measures the fair value of its secured note liability using a discounted cash flow model with a Monte Carlo simulation. Key assumptions into this model include future silver prices, discount rates, forecasted silver production, and probabilities of Environmental Assessment Certificate ("EAC") expiry, achieving commercial production and securing project financing. Changes to these inputs and assumptions could have a significant impact on the measurement of the secured note liability. There is significant estimation uncertainty with respect to the application of the key assumptions in determining the fair value of the secured note liability. As discussed in Note 12 to the consolidated financial statements, the fair value of the Company's secured note liability at inception was $282.3 million and the fair value at December 31, 2022 was $263.5 million.

We identified the determination of the fair value of the secured note liability as a critical audit matter. Significant auditor judgment was required to assess the method and model used to determine the fair value of the secured note liability and to assess certain key assumptions of forecasted silver production, future silver prices and the discount rate used to determine the fair value.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls over the Company's process to determine the fair value of the secured note liability. This included controls over the selection of the method and model and over the development and selection of the significant assumptions. We assessed the competence, capabilities and objectivity of the Company's personnel who prepared the estimates of mineral reserves and resources, including the industry and regulatory standards they applied. We compared forecasted silver production to the Company's filed technical report. We involved valuation professionals with specialized skills and knowledge who assisted in:

- evaluating the method and model used to determine the fair value by comparing the method and model applied to generally acceptable methods for similar instruments and recalculating the fair value using the Company's model;
- evaluating the estimated future silver prices by performing an independent recalculation using data obtained from third party estimates and sources;
- evaluating the discount rate by comparing the Company's assumption to information derived from publicly available third party sources.

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

We have served as the Company's auditor since 2002.
Toronto, Canada
March 30, 2023

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

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of Seabridge Gold Inc.

Opinion on Internal Control Over Financial Reporting

We have audited Seabridge Gold Inc.*'s* (the Company) internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated statements of financial position of the Company as of December 31, 2022 and 2021, the related consolidated statements of operations and comprehensive income (loss), changes in shareholders' equity, and cash flows for each of the years in the two-year period ended December 31, 2022, and the related notes (collectively, the consolidated financial statements), and our report dated March 30, 2023 expressed an unqualified opinion on those consolidated financial statements.

Basis for Opinion

The Company'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, appearing under the heading Internal Control over Financial Reporting in Management's Discussion and Analysis for the year ended December 31, 2022. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. 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 of internal control over financial reporting 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.

Definition and Limitations of Internal Control Over Financial Reporting

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.

/s/ KPMG LLP
Chartered Professional Accountants, Licensed Public Accountants
Toronto, Canada
March 30, 2023

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

	Note	December 31, 2022	December 31, 2021
Assets			
Current assets			
Cash and cash equivalents	4	**$ 46,150**	$ 11,523
Short-term deposits	4	**81,690**	29,243
Amounts receivable and prepaid expenses	5	**8,220**	10,026
Investment in marketable securities	6	**3,696**	3,367
Convertible notes receivable	7	**631**	-
		140,387	54,159
Non-current assets			
Investment in associate	6	**1,389**	2,429
Convertible notes receivable	7	**-**	606
Long-term receivables and other assets	8	**51,703**	13,038
Mineral interests, property and equipment	9	**881,497**	662,279
Reclamation deposits	11	**20,643**	15,231
		955,232	693,583
Total assets		**$ 1,095,619**	$ 747,742
Liabilities and shareholders' equity			
Current liabilities			
Accounts payable and accrued liabilities	10	**$ 42,956**	$ 12,165
Flow-through share premium	13	**4,183**	1,366
Lease obligations		**511**	90
Provision for reclamation liabilities	11	**4,343**	3,680
		51,993	17,301
Non-current liabilities			
Secured note	12	**263,541**	**-**
Deferred income tax liabilities	18	**31,934**	23,164
Lease obligations		**1,115**	182
Provision for reclamation liabilities	11	**6,503**	4,762
		303,093	28,108
Total liabilities		**355,086**	45,409
Shareholders' equity	13	**740,533**	702,333
Total liabilities and shareholders' equity		**$ 1,095,619**	$ 747,742

Subsequent events *(Notes 4, 6, 7, 13, and 19),* commitments and contingencies *(Note 19)*
The accompanying notes form an integral part of these consolidated financial statements.
These financial statements were approved by the Board of Directors and were signed on its behalf:

/s/ Rudi P. Fronk
Rudi P. Fronk
Director

/s/ Carol Willson
Carol Willson
Director

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

	Note	Year ended December 31, 2022	2021
Remeasurement of secured note	12	**$ 36,967**	$ -
Gain on disposition of mineral interests	13	**-**	21,943
Corporate and administrative expenses	16	**(16,090)**	(13,379)
Impairment of investment in associate	6	**(873)**	-
Equity loss of associate	6	**(207)**	(221)
Other income - flow-through shares	13	**1,366**	2,373
Environmental rehabilitation expense	11	**(6,722)**	(5,377)
Unrealized gain (loss) on convertible notes receivable	7	**(16)**	104
Foreign exchange gain (loss)		**(12,874)**	22
Finance costs, interest expense and other income		**(3,471)**	(116)
Interest income		**2,794**	176
Earnings before income taxes		**874**	5,525
Income tax expense	18	**(8,268)**	(4,630)
Net earnings (loss) for the year		**$ (7,394)**	$ 895
Other comprehensive income (loss)			
Items that will not be reclassified to net income or loss			
Remeasurement of secured note		**$ 2,912**	$ -
Change in fair value of marketable securities		**329**	(459)
Tax impact		**(831)**	61
Total other comprehensive income (loss)		**2,410**	(398)
Comprehensive income (loss) for the year		**$ (4,984)**	$ 497
Weighted average number of common shares outstanding			
Basic	13	**80,058,861**	76,413,554
Diluted	13	**80,058,861**	77,600,688
Earnings (loss) per common share			
Basic	13	**$ (0.09)**	$ 0.01
Diluted	13	**$ (0.09)**	$ 0.01

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

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

	Number of Shares	Share Capital	Warrants	Stock-based Compensation	Contributed Surplus	Deficit	Accumulated Other Comprehensive Gain (Loss)	Total Equity
As at December 31, 2021	**78,975,349**	**$809,269**	**$ -**	**$ 8,697**	**$ 36,126**	**$(149,983)**	**$ (1,776)**	**$ 702,333**
Share issuance - At-The-Market offering	**998,629**	**22,793**	**-**	**-**	**-**	**-**	**-**	**22,793**
Share issuance - Private placement	**675,400**	**10,840**	**-**	**-**	**-**	**-**	**-**	**10,840**
Share issuance - Options exercised	**540,834**	**11,295**	**-**	**(3,974)**	**-**	**-**	**-**	**7,321**
Share issuance - RSUs vested	**148,800**	**3,172**	**-**	**(3,172)**	**-**	**-**	**-**	**-**
Share issuance costs	**-**	**(1,237)**	**-**	**-**	**-**	**-**	**-**	**(1,237)**
Deferred tax on share issuance costs	**-**	**330**	**-**	**-**	**-**	**-**	**-**	**330**

Stock-based compensation	-	-	-	3,138	-	-	-	3,138
Expired options	-	-	-	(34)	34	-	-	-
Other comprehensive income	-	-	-	-	-	-	2,409	2,409
Net loss for the year	-	-	-	-	-	(7,394)	-	(7,394)
As at December 31, 2022	**81,339,012**	**$856,462**	**$ -**	**$ 4,655**	**$ 36,160**	**$(157,377)**	**$ 633**	**$ 740,533**
As at December 31, 2020	74,162,286	$704,599	$ 3,275	$ 23,011	$ 36,089	$(150,878)	$ (1,378)	$ 614,718
Share issuance - At-The-Market offering	2,242,112	50,929	-	-	-	-	-	50,929
Share issuance - Private placement	350,000	8,358	-	-	-	-	-	8,358
Share issuance - Options exercised	1,585,501	32,077	-	(14,370)	-	-	-	17,707
Share issuance – Other	500,000	11,100	(3,275)	-	-	-	-	7,825
Share issuance - RSUs vested	135,450	3,413	-	(3,413)	-	-	-	-
Share issuance costs	-	(1,645)	-	-	-	-	-	(1,645)
Deferred tax on share issuance costs	-	438	-	-	-	-	-	438
Stock-based compensation	-	-	-	3,506	-	-	-	3,506
Expired options	-	-	-	(37)	37	-	-	-
Other comprehensive loss	-	-	-	-	-	-	(398)	(398)
Net income for the year	-	-	-	-	-	895	-	895
As at December 31, 2021	78,975,349	$809,269	$ -	$ 8,697	$ 36,126	$(149,983)	$ (1,776)	$ 702,333

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)

	Year ended December 31,	
	2022	2021
Operating Activities		
Net income (loss)	**$ (7,394)**	$ 895
Adjustment for non-cash items:		
Remeasurement gain on secured note	**(36,967)**	-
Gain on disposition of mineral interests	**-**	(21,943)
Environmental rehabilitation expense	**6,722**	5,377
Stock-based compensation	**3,138**	3,506
Other income - flow-through shares	**(1,366)**	(2,373)
Income tax expense	**8,268**	4,630
Unrealized foreign exchange loss	**21,158**	-
Other non-cash items	**(2,044)**	457
Adjustment for cash items:		
Environmental rehabilitation disbursements	**(4,499)**	(3,320)
Changes in working capital items:		
Amounts receivable and prepaid expenses	**(845)**	(5,056)
Accounts payable and accrued liabilities	**5,846**	6,090
Net cash used in operating activities	**(7,983)**	(11,737)
Investing Activities		
Investment in short-term deposits	**(401,825)**	(24,349)
Redemption of short-term deposits	**349,378**	15,011
Mineral interests, property and equipment	**(183,296)**	(73,611)
Interest paid	**(14,735)**	-
Long-term receivables and other assets	**(30,545)**	(9,172)
Investment in reclamation deposits	**(5,412)**	(8,465)
Cash proceeds from disposition of mineral interests	**-**	21,943
Net cash used in investing activities	**(286,435)**	(78,643)
Financing Activities		
Secured note	**282,263**	-
Share issuance net of costs	**36,579**	59,104

Exercise of options	**7,321**	17,707
Exercise of warrants	**-**	7,825
Payment of lease liabilities	**(334)**	(77)
Net cash from financing activities	**325,829**	84,559
Effects of exchange rate fluctuation on cash and cash equivalents	**3,216**	(184)
Net increase (decrease) in cash and cash equivalents during the year	**34,627**	(6,005)
Cash and cash equivalents, beginning of the year	**11,523**	17,528
Cash and cash equivalents, end of the year	**$ 46,150**	$ 11,523

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

SEABRIDGE GOLD INC.
Notes to the Consolidated Financial Statements
For the years ended December 31, 2022 and 2021

1. Reporting entity

Seabridge Gold Inc. is comprised of Seabridge Gold Inc. ("Seabridge" or the "Company") and its subsidiaries, KSM Mining ULC, Seabridge Gold (NWT) Inc., Seabridge Gold (Yukon) Inc., Seabridge Gold Corp., SnipGold Corp. and Snowstorm Exploration (LLC), and is a 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 New York Stock 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. Basis of preparation

A. Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These financial statements were authorized for issuance by the Board of Directors of the Company on March 30, 2023.

B. Basis of consolidation

(i) Subsidiaries

Subsidiaries are entities over which the Company has control. Control over an entity exists when the Company is exposed or has rights to returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. 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 and comprehensive income (loss).

Where a business combination is achieved in stages, previously held non-controlling 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 and comprehensive income (loss) or other comprehensive income, as appropriate. 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 during the measurement period. However, the measurement period will not exceed one year from the acquisition date.

(ii) Associates

An associate is an entity over which the Company has significant influence but not control nor joint control. Significant influence is presumed to exist where the Company has between 20% and 50% of the voting rights but can also arise where the Company has less than 20% if influence is exerted over policy decisions that affect the entity. The Company's share of the net assets and net income or

loss of associates is accounted for in the consolidated financial statements using the equity method of accounting.

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 certain financial instruments described in note “M”, which are measured at fair value.

B. Translation of foreign currencies

These consolidated financial statements are presented in Canadian dollars, which is the Company’s, and each of its subsidiaries’, 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 are recognized in the consolidated statement of operations and comprehensive income (loss).

Monetary assets and liabilities of the Company denominated in a foreign currency are translated into Canadian dollars at the rate of exchange at the statement of financial position 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 determination of profit or loss for the year.

C. Critical accounting judgments and estimation uncertainty

In applying the Company’s accounting policies in conformity with IFRS, 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.

(i) Critical accounting judgments

The following are the critical judgments that the Company has made in the process of applying the Company’s accounting policies and that have the most significant effect on the amounts recognized in the consolidated financial statements (refer to appropriate accounting policies for details).

Mineral reserves and resources

To calculate reserves and resources, the Company uses assumptions and evaluates technical, economic and geological conditions for each ore body. Measured grade of the ore and geotechnical considerations can have a significant effect on the carrying value of mineral properties and therefore the recoverability of costs. Future market prices for gold and copper and other commodities are also factored into valuation models. Changes to these factors can affect the recoverability of mineral properties and impairment.

Impairment of mineral interests

Mineral interests are tested for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. When an indication of impairment exists, and the carrying amount of the mineral interest exceeds its estimated recoverable amount, the carrying value is written down to the recoverable amount and the loss is recognized in the statement of operations and comprehensive income (loss).

Reclamation Liabilities

The Company records legal and constructive obligations required to restore locations in the period in which the obligation is incurred with a corresponding increase in the carrying amount of the related property. For closed mines, changes to obligations are charged directly to the statement of operations and comprehensive income (loss).

(ii) Key sources of estimation uncertainty

Mineral properties

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.

Secured note liability

The Company measures the fair value of its secured note liability using a discounted cash flow model with a Monte Carlo simulation. Key assumptions into this model include future silver prices, discount rates, forecasted silver production, and probabilities of Environmental Assessment Certificate ("EAC") expiry, achieving commercial production and securing project financing. Changes to these inputs and assumptions could have a significant impact on the measurement of the secured note liability. There is significant estimation uncertainty with respect to the application of the key assumptions in determining the fair value of the secured note liability. Refer to Note 12 for further information.

Reclamation Liabilities

The provision for asset retirement obligations is the best estimate of the present value of the future costs of reclaiming the environment that has been subject to disturbance through exploration activities or historical mining activities. The Company uses assumptions and evaluates technical conditions for each project that have inherent uncertainties, including changes to laws and practices and changes in the status of the site from time-to-time. The timing and cost of the rehabilitation is also subject to uncertainty. For the closed sites, these changes, if any, and changes in discount rates are charged directly to the consolidated statement of operations and comprehensive income (loss). The periodic unwinding of the discount is recognized in income as accretion expense included in finance costs in the consolidated statement of operations and comprehensive income (loss).

Contingencies

The Company funds certain of its exploration expenditures, from time-to-time, with the proceeds from the issuance of flow-through shares and renounces, to subscribers, the expenditures which it determines to be Canadian Exploration Expenses ("CEE"). The Canada Revenue Agency ("CRA") has disputed the eligibility of certain types of expenditures within the years 2014 to 2016. The Company strongly disagrees with their position and intends to fully defend the Company's tax filings. No provision has been recorded related to the contingent taxes as the Company does not consider it probable that there will ultimately be an amount payable.

D. Mineral interests, property and equipment

(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 and equipment and, as such, the Company capitalizes all exploration costs, which include 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. The fair value of any recoveries from the disposition or optioning of a mineral property is credited to the carrying value of mineral properties.

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

The actual recoverable 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.

(ii) Construction in progress

Construction in progress includes power infrastructure, camps, bridges, and roads related to early infrastructure development at KSM. Costs are not depreciated until the underlying assets are ready for use as intended by management.

(iii) Equipment

Equipment located at project site are earth moving equipment, vehicles and other equipment used in the early infrastructure development at KSM. To the extent that the Company utilizes its own equipment for the activities which are capitalized for the mineral properties or the construction in progress, the associated depreciation is capitalized to those assets.

(iv) Capitalized borrowing costs

Borrowing costs are capitalized and allocated specifically to qualifying assets when funds have been borrowed, either to specifically finance a project or for general borrowings during the period of construction. Qualifying assets are defined as assets that require more than nine months to be brought to the location and condition intended by management. Capitalization of borrowing costs ceases when such assets are ready for their intended use.

E. Depreciation

Effective from the point an asset is available for its intended use, property and equipment are depreciated using the straight-line method over the estimated economic life of the asset. Estimated useful lives normally vary from three to fifteen years for equipment to a maximum of forty years for buildings. During the development phase, depreciation expense related to the right of use assets and property and equipment is recapitalized to the construction in progress pool.

Residual values, useful lives and depreciation methods are reviewed at least annually and adjusted if appropriate. The impact of changes to the estimated useful lives, depreciation method or residual values is accounted for prospectively.

F. Leasing arrangements

Leases are recognized as a right-of-use ("ROU") asset and a corresponding liability at the date at which the leased asset is available for use by the Company. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period. The ROU asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. Payments associated with short-term leases and leases of low-value assets are recognized on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

G. Impairment and reversal of impairment

(i) Financial assets

Financial assets measured at amortized cost are reviewed for impairment at each reporting date to determine whether there is any objective evidence of impairment. A financial asset is considered to be impaired if objective evidence, that can be estimated reliably, indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

An impairment charge in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

A prior period impairment charge is reviewed for possible reversal of impairment whenever an event or change in circumstance indicates the impairment may have reversed. If it has been determined that the impairment has reversed, the carrying amount of the asset is increased to its recoverable amount to a maximum of the carrying amount that would have been determined had no impairment charge been recognized in prior periods. Impairment charge reversals are recognized in the Consolidated statement of operations and comprehensive income (loss).

(ii) Non-financial assets

The carrying value of the Company's mineral interests is assessed for impairment when indicators of such impairment exist. Indicators may include the loss of the right to explore in the area; the Company deciding not to continue exploring or incur substantial additional expenditures on the project; or it is determined that the carrying amount of the project is unlikely to be recovered by its development or sale. 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 of disposal 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 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 comprehensive loss within the consolidated statements of operations and comprehensive income (loss) so as to reduce the carrying amount to its recoverable amount.

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 consolidated statements of

operations and comprehensive income (loss).

H. 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; and (iii) the amount can be reliably estimated. Provisions do not include obligations which are expected to arise from future disturbance.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation incorporating risks specific to the obligation using a pre-tax rate that reflects current market assessments of the time value of money. 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 carrying amount of the related property. For locations where mining activities have ceased, the changes to obligations are charged directly to the consolidated statements of operations and comprehensive income (loss).

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 consolidated statements of operations and comprehensive income (loss) 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 provided as security for future reclamation costs are included in reclamation deposits on the statement of financial position.

I. 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 asset and liability 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 substantively 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 where the timing of the reversal of the temporary differences can be controlled by the parent. 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.

J. Stock-based compensation (options and restricted share units)

The Company applies the fair value method for stock-based compensation and other stock-based payments. The fair value of options is valued using the Black Scholes option-pricing model and other models for the two-tiered options and restricted share units 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 meet the related service and non-market performance conditions at the vesting date (Note 13). The Company reviews estimated forfeitures of options on an ongoing basis.

The factors affecting stock-based compensation include estimates of when stock options might be exercised share price volatility and the

assessment of the probability and timing of those instruments that have non-market performance vesting criteria. 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 share-based instrument holders. The Company uses historical data to determine volatility in accordance with appropriate fair value methodology. However, the future volatility is uncertain, and the model has its limitations.

K. 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 in the consolidated statements of operations and comprehensive income (loss).

L. Net earnings (loss) per common share

Basic earnings (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 and Restricted Share Units ("RSU"s). 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 earnings (loss) per share as the effect is anti-dilutive.

M. Financial instruments

The Company recognizes financial assets and financial liabilities on the date the Company becomes a party to the contractual provisions of the instruments. A financial asset is derecognized either when the Company has transferred substantially all the risks and rewards of ownership of the financial asset or when cash flows expire. A financial liability is derecognized when the obligation specified in the contract is discharged, canceled or expired. Certain financial instruments are recorded at fair value in the consolidated statement of financial position.

Non-derivative financial instruments

Non-derivative financial instruments are recognized initially at fair value plus attributable transaction costs, where applicable for financial instruments not classified as fair value through profit or loss ("FVTPL"). Subsequent to initial recognition, non-derivative financial instruments are classified and measured as described below.

Financial assets at FVTPL

Cash and cash equivalents and short-term deposits are classified as financial assets at FVTPL and are measured at fair value. Cash equivalents are short-term deposits 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. Convertible notes receivable are recorded at FVTPL.

Financial assets at amortized cost

Trade and other receivables are classified as and measured at amortized cost using the effective interest rate method, less impairment losses, if any.

Financial assets at fair value through other comprehensive income

The Company's investments in equity marketable securities are designated as financial assets at fair value through other comprehensive income and are recorded at fair value on the trade date with directly attributable transaction costs included in the recorded amount. Subsequent changes in fair value are recognized in other comprehensive income.

Non-derivative financial liabilities

Accounts payable and accrued liabilities are accounted for at amortized cost, using the effective interest rate method.

Secured note

The Company has elected to account for its secured note liability and all embedded derivatives as a single financial liability. The change in fair value of the secured note liability is recognized in profit or loss. The change in the fair value related to the Company's own credit risk is recorded through other comprehensive income (loss).

N. Accounting pronouncements

New accounting standards and interpretations issued and effective:

Amendments to IAS 16 - Property, Plant and Equipment: Proceeds before Intended Use

Amendments to IAS 16 were issued by the IASB in May 2020. The amendments prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognizes the proceeds from selling such items, and the cost of producing those items, in the Consolidated Statements of Operations and Comprehensive Income. The Company adopted the amendments effective January 1, 2022. The application of these amendments did not have an impact on the Company's consolidated financial statements.

Accounting pronouncements issued but not yet effective:

Certain pronouncements have been issued by the IASB that are mandatory for accounting periods after December 31, 2022:

- Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12 Income Taxes) effective for annual periods beginning on or after January 1, 2023
- Definition of Accounting Estimates (Amendments to IAS 8) effective for annual periods beginning on or after January 1, 2023
- Presentation of Financial Statements (Amendments to IAS 1 and IFRS Practice Statement 2) effective for annual periods beginning on or after January 1, 2023

- Classification of Liabilities as Current or Non-current (Amendments to IAS 1) effective for annual periods beginning on or after January 1, 2024
- Lease Liability in a Sale and Leaseback (Amendments to IFRS 16 Leases) effective for annual periods beginning on or after January 1, 2024.

None of these pronouncements are expected to have a significant impact on the Company's consolidated financial statements upon adoption.

4. Cash and cash equivalents and short-term deposits

($000s)	**December 31, 2022**	December 31, 2021
Cash and cash equivalents	**46,150**	11,523
Short-term deposits	**81,690**	29,243
	127,840	40,766

All of the cash and cash equivalents are held in a Canadian Schedule I bank. Short-term deposits consist of Canadian Schedule I bank guaranteed deposits and are cashable in whole or in part with interest at any time to maturity. Subsequent to December 31, 2022, the Company redeemed $80.4 million of short-term deposits.

5. Amounts receivable and prepaid expenses

($000s)	**December 31, 2022**	December 31, 2021
HST	**4,247**	1,698
Prepaid expenses and other receivables	**3,973**	8,328
	8,220	10,026

6. Investments

($000s)	**January 1, 2022**	**Fair value through other comprehensive income (loss)**	**Loss of associate**	**Impairment**	**Additions**	**December 31, 2022**
Current assets:						
Investments in marketable securities	**3,367**	329	**-**	-	-	3,696
Non-current assets:						
Investment in associate	**2,429**	**-**	**(206)**	**(873)**[(a)]	**39**[(b)]	**1,389**

($000s)	January 1, 2021	Fair value through other comprehensive income (loss)	Loss of associate	Impairment	Additions	December 31, 2021
Current assets:						
Investments in marketable securities	3,826	(459)	-	-	-	3,367
Non-current assets:						
Investment in associate	2,611	-	(221)		39[(c)]	2,429

(a) The Company accounts for its investment in Paramount, a publicly listed company, using the equity method. During the second quarter of 2022, the Company concluded that the fair value of its investment in Paramount, determined based on the closing share price on June 30, 2022, had declined significantly and recorded an impairment of $0.9 million (December 31, 2021- nil) in the consolidated statements of operations and comprehensive income (loss).

(b) In 2022, the Company received 55,322 common shares of Paramount for payment of interest on the secured convertible notes accrued between July 1, 2021 and June 30, 2022. Subsequent to December 31, 2022, the Company received 43,928 common shares of Paramount for payment of interest on the secured convertible notes accrued between July 1, 2022 and December 31, 2022. The accrued interest is classified as receivable from a related party as of December 31, 2022.

(c) During the year ended December 31, 2021, the Company received 30,086 common shares of Paramount for payment of interest on the secured convertible notes accrued between July 1, 2020 and June 30, 2021. Refer to note 7 for details on convertible notes receivable.

The Company holds common shares of several mining companies that were received as consideration for optioned mineral properties and other short-term investments, including one gold exchange traded receipt. These financial assets are recorded at fair value of $3.7 million (December 31, 2021 - $3.4 million) in the consolidated statements of financial position. At December 31, 2022, the Company revalued its holdings in its investments and recorded a fair value increase of $0.3 million in the statement of operations and comprehensive income (loss).

Investment in associate relates to Paramount. As at December 31, 2022, the Company holds a 5.6% (December 31, 2021 – 6.4%) interest in Paramount for which it accounts using the equity method on the basis that the Company has the ability to exert significant influence through its representation on Paramount's board of directors. During 2022, the Company recorded its proportionate share of Paramount's net loss of $0.2 million (2020 – $0.2 million) within equity loss of associate on the consolidated statements of operations and comprehensive income (loss). As at December 31 2022, the carrying value of the Company's investment in Paramount was $1.4 million (December 31, 2021 - $2.4 million).

7. Convertible notes receivable

In September 2019, the Company participated in a private placement to purchase US$410,000, at face value, of secured convertible notes issued by Paramount. Each convertible note had an issue price of US$975 per US$1,000 face value with a four-year maturity. The Company purchased 410 convertible notes for a total of $0.5 million (US$399,750). The convertible notes bear interest at a rate of 7.5% per annum, payable semi-annually. At any time after the issuance of the convertible notes, the Company can convert all or any portion of the outstanding amount into common shares of Paramount at a price of US$1.00 per common share. The convertible notes receivable are recorded at fair value through profit or loss. The fair value of the convertible notes receivable is determined by using the Binomial Option Pricing model.

As at December 31, 2022, the fair value of the convertible notes receivable was $0.6 million (December 31, 2021 - $0.6 million). The fair value was determined using the binomial option pricing model using the following assumptions: risk-free rate of 2.96%, 0.75 years expected remaining life of the convertible note, volatility of 52.6% based on Paramount stock price volatility, forfeiture rate of nil, and dividend yield of nil.

As at December 31, 2021, the fair value of the convertible notes was determined using the binomial option pricing model using the following assumptions: risk-free rate of 0.91%, 1.75 years expected remaining life of the convertible note, volatility of 47% based on Paramount stock price volatility, forfeiture rate of nil, and dividend yield of nil.

During 2022, the Company received 55,322 common shares of Paramount for payment of interest on the secured convertible notes accrued between July 2021 and June 2022. During 2021, the Company received 30,086 common shares of Paramount for payment of interest on the secured convertible notes accrued between July 2020 and June 2021. Subsequent to December 31, 2022, the Company received 43,928 common shares of Paramount for payment of interest on the secured convertible notes accrued and receivable as at December 31, 2022. The accrued interest is classified as receivable from a related party as of December 31, 2022.

8. Long-term receivables

($000s)	**December 31, 2022**	December 31, 2021
BC Hydro [1]	**38,500**	-
Canadian Exploration Expenses (Note 18)	**9,337**	9,172
British Columbia Mineral Exploration Tax Credit [2]	**3,866**	3,866
	51,703	13,038

1) The Company has paid $38.5 million to British Columbia Hydro and Power Authority ("BC Hydro") as advance payments made pursuant to the Company signing a facilities agreement with BC Hydro covering the design and construction of facilities to supply construction phase hydro-sourced electricity to the KSM project.

2) During 2016, upon the completion of an audit of the application by tax authorities of the British Columbia Mineral Exploration Tax Credit ("BCMETC") program, the Company was reassessed $3.6 million, including accrued interest for expenditures that the tax authority has categorized as not qualifying for the BCMETC program. The Company recorded a $3.6 million provision within non-trade payables and accrued expenses on the consolidated statements of financial position as at December 31, 2016 with a corresponding increase in mineral interests. In 2017 the Company filed an objection to the reassessment with the appeals division of the tax authorities and paid one-half of the accrued balance to the Receiver General and reduced the provision by $1.8 million. In 2019, the Company received a decision from the appeals division that the Company's objection was denied, and the Company filed a Notice of Appeal with the British Columbia Supreme Court. The Attorney General of Canada replied to the facts and arguments in the Company's Notice of Appeal and stated its position that the Company's expenditures did not qualify for the BCMETC program. During the first quarter 2022, the Company completed discoveries with the Department of Justice and will continue to move the appeal process forward as expeditiously as possible. The Company intends to continue to fully defend its position. Based on the facts and circumstances of the Company's objection, the Company concludes that it is more likely than not that it will be successful in its objection. As at December 31, 2022, the Company has paid $1.6 million to the Receiver General, and the Canada Revenue Agency (CRA) has withheld $2.3 million of HST credits due to the Company that would fully cover the residual balance, including interest, should the Company be unsuccessful in its challenge. The amount recorded in long-term receivables as of December 31, 2022 of $3.9 million includes the initial reassessment of $3.6 million, plus accrued interest.

9. Mineral Interests, Property and Equipment

($000s)	Mineral interests	Construction in progress	Property & equipment [1]	Right-of-use assets [1]	Total
Cost					
As at January 1, 2021	591,446	-	-	307	591,753
Additions	40,559	27,061	3,080	100	70,800
As at December 31, 2021	632,005	27,061	3,080	407	662,553
Additions	**55,069**	**120,287**	**43,177**	**2,030**	**220,563**
As at December 31, 2022	**687,074**	**147,348**	**46,257**	**2,437**	**883,116**
Accumulated Depreciation					
As at January 1, 2021	-	-	-	72	72
Depreciation expense	-	-	117	85	202
As at December 31, 2021	-	-	117	157	274
Depreciation expense [1]	**-**	**-**	**953**	**392**	**1,345**
As at December 31, 2022	**-**	**-**	**1,070**	**549**	**1,619**
Net Book Value					
As at December 31, 2021	632,005	27,061	2,963	250	662,279
As at December 31, 2022	**687,074**	**147,348**	**45,187**	**1,888**	**881,497**

1) Depreciation expense related to camps, equipment, and right-of-use assets associated with the KSM construction is capitalized to construction in progress.

Mineral interests, property and equipment additions by project are as follows.

		Year ended December 31, 2022					
($000s)	January 1, 2022	Mineral interests	Construction in progress	Property & equipment	Right-of-use assets	Total Additions	December 31, 2022
Additions							
KSM [1]	**502,015**	**39,985**	**120,287**	**43,177**	**1,726**	**205,175**	**707,190**
Courageous Lake	**77,176**	**823**	**-**	**-**	**-**	**823**	**77,999**
Iskut	**41,779**	**8,125**	**-**	**-**	**-**	**8,125**	**49,904**
Snowstorm	**31,471**	**3,091**	**-**	**-**	**-**	**3,091**	**34,562**
3 Aces	**9,034**	**3,045**	**-**	**-**	**-**	**3,045**	**12,079**
Grassy Mountain	**771**	**-**	**-**	**-**	**-**	**-**	**771**
Corporate	**307**	**-**	**-**	**-**	**304**	**304**	**611**
	662,553	**55,069**	**120,287**	**43,177**	**2,030**	**220,563**	**883,116**

($000s)	January 1, 2021	Year ended December 31, 2021					December 31, 2021
		Mineral interests	Construction in progress	Property & equipment	Right-of-use assets	Total Additions	
Additions							
KSM [2]	444,167	27,607	27,061	3,080	100	57,848	502,015
Courageous Lake	76,522	654	-	-	-	654	77,176
Iskut	37,949	3,830	-	-	-	3,830	41,779
Snowstorm	24,924	6,547	-	-	-	6,547	31,471
3 Aces	7,113	1,921	-	-	-	1,921	9,034
Grassy Mountain	771	-	-	-	-	-	771
Corporate	307	-	-	-	-	-	307
	591,753	**40,559**	**27,061**	**3,080**	**100**	**70,800**	**662,553**

1) Construction in progress additions at KSM includes $14.7 million of capitalized borrowing costs.

2) $3.9 million of costs related to the BCMETC audit (refer to Note 8) were reclassified from mineral interests to amounts receivable.

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

a) KSM

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 2011 and 2012, the Company completed agreements granting a third party an option to acquire a 2% net smelter royalty on all gold and silver production sales from KSM for a payment equal to the lesser of $160 million or US$200 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.

In December 2020, the Company purchased the Snowfield (renamed East Mitchell) property from Pretium Resources Inc. The East Mitchell property, located in the same valley that hosts KSM's Mitchell deposit, was purchased for US$100 million ($127.5 million) in cash, a 1.5% net smelter royalty on East Mitchell property production, and a conditional payment of US$20 million, payable following the earlier of (i) commencement of commercial production from East Mitchell property, and (ii) announcement by the Company of a bankable feasibility study which includes production of reserves from the East Mitchell property. US$15 million of the conditional payment can be credited against future royalty payments.

Additions to mineral interests of $40 million (2021 - $27.6 million) consisted of costs incurred to carry out the Company's environmental, technical support, exploration and drilling programs at KSM.

Additions to construction in progress consisted of $104.6 million (2021- $27.0 million) of KSM assets under construction costs, $14.7 million (2021- nil) of capitalized borrowing costs related to the secured note interest expense, and $0.9 million (2021- $0.1 million) of capitalized depreciation expense.

Additions to property and equipment consisted of $37.8 million (2021- nil) of commissioned camp costs, $4.5 million (2021- $3.1 million) of equipment costs, and $0.7 million (2021- nil) of leasehold improvements

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 Courageous Lake gold project consists of mining leases located in Northwest Territories of Canada.

c) Iskut

On June 21, 2016, the Company purchased 100% of the common shares of SnipGold Corp. which owns the Iskut Project, located in northwestern British Columbia.

In 2022, total mineral interests additions at Iskut were $8.1 million, of which $6.1 million was related to exploration activities, $1.0 million was related to environmental costs, and $0.9 million was related to project payroll costs.

Additions to mineral interests in 2022 consisted of costs to carry out the Company's exploration and drilling program at Iskut.

d) Snowstorm

In 2017, the Company purchased 100% of the common shares of Snowstorm Exploration LLC which owns the Snowstorm Project, located in northern Nevada. In connection with the acquisition, the Company has agreed to make a conditional cash payment of US$2.5

million if exploration activities at the Snowstorm Project result in defining a minimum of five million ounces of gold resources compliant with National Instrument 43-101 and a further cash payment of US$5.0 million on the delineation of an additional five million ounces of gold resources.

In 2022, total mineral interests additions at Snowstorm were $3.1 million, which consisted of costs incurred to carry out the Company's exploration and drill program.

e) 3 Aces

In 2020, the Company acquired a 100% interest in the 3 Aces gold project in the Yukon, Canada from Golden Predator Mining Corp. through the issuance of 300,000 common shares valued at $6.6 million. Should the project attain certain milestones, including the confirmation of a National Instrument 43-101 compliant mineral resource of 2.5 million ounces of gold, the Company will pay an additional $1 million, and upon confirmation of an aggregate mineral resource of 5 million ounces of gold, the Company will pay an additional $1.25 million.

In 2022, total mineral interests additions at 3 Aces were $3.0 million, which consisted of costs incurred to carry out the Company's exploration and drill program.

f) Grassy Mountain

In 2013, the Company sold 100% of its interest in the Grassy Mountain Project with a net book value of $0.8 million retained within mineral properties, related to the option to either receive, at the discretion of the Company, a 10% net profits interest royalty or a $10 million cash payment. Settlement is due four months after the later of: the day that the Company receives a feasibility study on the project; and the day that the Company is notified that permitting and bonding for the mine is in place. The current owner of the Grassy Mountain Project is Paramount who completed a feasibility study in 2020 but they have not notified the Company that permitting and bonding for the mine is in place.

10. Accounts payable and accrued liabilities

($000s)	**December 31, 2022**	December 31, 2021
Trade payables	**15,686**	10,190
Non-trade payables and accrued expenses	**27,270**	1,975
	42,956	12,165

1) Non-trade payables and accrued expenses include $26.3 million of accrued expenses related to construction at KSM.

11. Provision for reclamation liabilities

($000s)	**December 31, 2022**	December 31, 2021
Beginning of the period	**8,442**	6,164
Disbursements	**(4,519)**	(3,320)
Environmental rehabilitation expense	**6,851**	5,515
Accretion	**72**	83
End of the period	**10,846**	8,442
Provision for reclamation liabilities – current	**4,343**	3,680
Provision for reclamation liabilities – long-term	**6,503**	4,762
	10,846	8,442

The estimate of the provision for reclamation obligations, as at December 31, 2022, was calculated using the estimated discounted cash flows of future reclamation costs of $10.8 million (December 31, 2021 - $8.4 million) and the expected timing of cash flow payments required to settle the obligations between 2022 and 2026. As at December 31, 2022, the undiscounted future cash outflows are estimated at $11.5 million (December 31, 2021 - $8.6 million) primarily over the next three years. The nominal discount rate used to calculate the present value of the reclamation obligations was 4.07% at December 31, 2022 (0.9% - December 31, 2021). For the year ended December 31, 2022, reclamation disbursements amounted to $4.5 million (2021 - $3.3 million).

In 2021, the Company updated the closure plan for the Johnny Mountain mine site and charged an additional $5.4 million of rehabilitation expenses to the consolidated statements of operations and comprehensive income (loss). In 2022, the Company updated the closure plan for the Johnny Mountain mine site and charged an additional $6.6 million of rehabilitation expenses to the consolidated statements of operations and comprehensive income (loss). Expenditures include the estimated costs for the closure of all adits and vent raises, removal

of the mill and buildings, treatment of landfills and surface water management as well as ongoing logistics, freight and fuel costs.

In 2022, the Company placed $5.4 million on deposit as security for the reclamation obligations at KSM. As at December 31, 2022, the Company has placed a total of $20.6 million (December 31, 2021 - $15.2 million) on deposit with financial institutions or with government regulators that are pledged as security against reclamation liabilities. The deposits are recorded on the consolidated statements of financial position as reclamation deposit. As at December 31, 2022, the Company had $7.9 million (December 31, 2021, $3.0 million) of uncollateralized surety bond, issued pursuant to arrangements with an insurance company, in support of environmental closure costs obligations related to the KSM project.

12. Secured note liability

On February 25, 2022, the Company, through its wholly-owned subsidiary, KSM Mining ULC ("KSMCo") signed a definitive agreement to sell a secured note ("secured note") that is to be exchanged at maturity for a silver royalty on its 100% owned KSM Project ("KSM") to institutional investors ("Investors") for US$225 million. The transaction closed on March 24, 2022. The key terms of the secured note include:

- When the secured note matures, the Investors will use all of the principal amount repaid on maturity to purchase a 60% gross silver royalty (the "Silver Royalty") maturity occurs upon the first to occur of:

  a) Commercial production being achieved at KSM; and

  b) Either the 10-year anniversary, or if the Environmental Assessment Certificate ("EAC") expires and the Investors do not exercise their right to put the secured note to the Company, the 13-year anniversary of the issue date of the secured note.

- Prior to its maturity, the secured note bears interest at 6.5% per annum, payable quarterly in arrears. The Company can elect to satisfy interest payments in cash or by delivering common shares.

- The Company has the option to buyback 50% of the Silver Royalty, once exchanged on or before 3 years after commercial production has been achieved, for an amount that provides the Investors a minimum guaranteed annualized return.

- If project financing to develop, construct and place KSM into commercial production is not in place by the fifth anniversary from closing, the Investors can put the secured note back to the Company for US$232.5 million, with the Company able to satisfy such amount in cash or by delivering common shares at its option. This right expires once such project financing is in place. If the Investors exercise this put right, the Investors' right to purchase the Silver Royalty terminates.

- If KSM's EAC expires at anytime while the secured note is outstanding, the Investors can put the secured note back to the Company for US$247.5 million at any time over the following nine months, with the Company able to satisfy such amount in cash or by delivering common shares at its option. If the Investors exercise this put right, the Investors' right to purchase the Silver Royalty terminates.

- If commercial production is not achieved at KSM prior to the tenth anniversary from closing, the Silver Royalty payable to the Investors will increase to a 75% gross silver royalty (if the EAC expires during the term of the secured note and the corresponding put right is not exercised by the Investors, this uplift will occur at the thirteenth anniversary from closing).

- No amount payable shall be paid in common shares if, after the payment, any of the Investors would own more than 9.9% of the Company's outstanding shares.

- The Company's obligations under the secured note are secured by a charge over all of the assets of KSMCo and a limited recourse guarantee from the Company secured by a pledge of the shares of KSMCo.

A number of the above noted options within the agreement represent embedded derivatives. Management has elected to not separate these embedded derivatives from the underlying host secured note, and instead account for the entire secured note as a financial liability at fair value through profit or loss.

The Company entered into the loan commitment within the scope of IFRS 9 'Financial Instruments' on February 25, 2022 related to the secured note, as at that date, the Company and the Investors were committed under pre-specified terms and conditions to complete the transaction. The loan commitment was initially recognized at a fair value of US$225 million. Upon funding of the secured note on March 24, 2022, the loan commitment was settled with no gain or loss recognized.

The secured note was recognized at its estimated fair value at initial recognition of $282.3 million (US$225 million) using a discounted cash flow model with a Monte Carlo simulation. This incorporated several scenarios and probabilities of the EAC expiring, achieving commercial production and securing project financing, forecasted silver prices and the discount rates. During the year ended December 31, 2022, the fair value of the secured note decreased, and the Company recorded $36.7 million gain on the remeasurement.

The following inputs and assumptions were used in the determination of fair value:

Inputs and assumptions	March 24, 2022	**December 31, 2022**
Weighted Average Life [1]	23.5 years	**44.9 years**
Forecast silver production in thousands of ounces	105,778	**166,144**

Future silver price	US$ 28.96 to US$35.42	**US$ 29.38 to US$110.51**
Risk-free rate	2.5%	**3.4%**
Credit spread	5.2%	**5.3%**
Volatility	60%	**60%**
Silver royalty discount factor	7.1%	**8.6%**

1) Weighted average life reflects the revised silver forecast production schedule contained in the recently filed KSM updated Preliminary Feasibility Study ("PFS") and Preliminary Economic Assessment ("PEA") for the KSM project filed in the second quarter of 2022

The carrying amount for the secured note is as follows:

($000s)	**Secured Note**
Fair value at inception	**282,263**
Add (deduct):	
Unrealized change in fair value	**(39,879)**
Foreign currency translation loss	**21,157**
Carrying value and fair value on December 31, 2022	**263,541**

Sensitivity Analysis:

For the fair value of the secured note, reasonably possible changes at the reporting date to one of the significant inputs, holding other inputs constant, would have the following effects:

Key Inputs	**Inter-relationship between significant inputs and fair value measurement**	**Increase (decrease) (millions)**
Key observable inputs	The estimated fair value would increase (decrease) if:	
• Silver price forward curve	• Future silver prices were 10% higher	$ 9.7
	• Future silver prices were 10% lower	$ (9.8)
• Discount rates (7.6% - 9.6%)	• Discount rates were 1% higher	$ (16.1)
	• Discount rates were 1% lower	$ 18.7
Key unobservable inputs		
• Forecasted silver production	• Silver production indicated silver ounces were 10% higher	$ 9.7
	• Silver production indicated silver ounces were 10% lower	$ (9.8)

13. Shareholders' equity

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, 2022 or December 31, 2021.

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.

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 2022. The Company considers its capital to be share capital, stock-based compensation, warrants, contributed surplus and deficit. The Company is not subject to externally imposed capital requirements.

a) Equity financings

During the first quarter of 2021, the Company entered into an agreement with two securities dealers, for an At-The-Market offering program, entitling the Company, at its discretion, and from time to time, to sell up to US$75 million in value of common shares of the Company. This program was in effect until the Company's US$775 million Shelf Registration Statement, that expired in December 2022, was replaced with a new US$750 million the same month. Subsequent to the year end, a US$100 million prospectus supplement was filed and the program was renewed at that time.In 2021, the Company issued 2,242,112 shares, at an average selling price of $22.71 per share, for net proceeds of $49.9 million under the Company's At-The-Market offering. In 2022, the Company issued 998,629 shares, at an average selling price of $22.82 per share, for net proceeds of $22.3 million under the Company's At-The-Market offering.

Subsequent to December 31, 2022, the Company entered into a new agreement with two securities dealers, for an At-The-Market offering program, entitling the Company, at its discretion, and from time to time, to sell up to US$100 million in value of common shares of the Company. This program can be in effect until the Company's US$750 million Shelf Registration Statement expires in 2025. Subsequent to December 31, 2022, the Company issued 313,666 shares, at an average selling price of $18.26 per share, for net proceeds of $5.6 million under the Company's At-The-Market offering.

In December 2022, the Company issued a total of 675,400 flow-through common shares at an average $22.24 per common share for aggregate gross proceeds of $15.0 million. The Company committed to renounce its ability to deduct qualifying exploration expenditures for the equivalent value of the gross proceeds of the flow-through financing and transfer the deductibility to the purchasers of the flow-through shares. The effective date of the renouncement was December 31, 2022. At the time of issuance of the flow-through shares, $4.2 million premium was recognized as a liability on the consolidated statements of financial position.

In June 2021, the Company issued 350,000 flow-through common shares at $28.06 per common share for aggregate gross proceeds of $9.8 million. The Company committed to renounce its ability to deduct qualifying exploration expenditures for the equivalent value of the gross proceeds of the flow-through financing and transfer the deductibility to the purchasers of the flow-through shares. The effective date of the renouncement was December 31, 2021. At the time of issuance of the flow-through shares, $1.5 million premium was recognized as a liability on the consolidated statements of financial position. During 2021, the Company incurred $1.1 million of qualifying exploration expenditures and $0.2 million of the premium was recognized through other income on the consolidated statements of operations and comprehensive income (loss). During 2022, the Company incurred $8.7 million of qualifying exploration expenditures and the remaining $1.3 million of the premium was recognized through other income on the consolidated statements of operations and comprehensive income (loss).

In June 2020, the Company issued 345,000 flow-through common shares at $32.94 per common share for aggregate gross proceeds of $11.4 million. The Company committed to renounce its ability to deduct qualifying exploration expenditures for the equivalent value of the gross proceeds of the flow-through financing and transfer the deductibility to the purchasers of the flow-through shares. The effective date of the renouncement was December 31, 2020. In accordance with draft legislation released on December 16, 2020 in relation to the COVID-19 pandemic, a 12-month extension was provided to the normal timelines in which the qualifying exploration expenditures should be incurred. At the time of issuance of the flow-through shares, $3.9 million premium was recognized as a liability on the consolidated statements of financial position. During 2020, the Company incurred $4.7 million of qualifying exploration expenditures and $1.6 million of the premium was recognized through other income on the consolidated statements of operations and comprehensive income (loss). During 2021, the Company incurred $6.5 million of qualifying exploration expenditures and $2.2 million of the premium was recognized through other income on the consolidated statements of operations and comprehensive income (loss). During the first quarter of 2022, the Company incurred $0.2 million of qualifying exploration expenditures and the remaining $0.1 million of the premium was recognized through other income on the consolidated statements of operations and comprehensive income (loss).

b) Stock options and restricted share units

The Company provides compensation to directors and employees in the form of stock options and RSUs. 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. Pursuant to the Company's RSU Plan, the Board of Directors has the authority to grant RSUs, and to establish terms of the RSUs including the vesting criteria and the life of the RSU.

Stock option and RSU transactions were as follows:

	Options			**RSUs**		**Total**
	Number of Options	**Weighted Average Exercise Price ($)**	**Amortized Value of options ($000s)**	**Number of RSUs**	**Amortized Value of RSUs ($000s)**	**Stock-based Compensation ($000s)**
Outstanding January 1, 2022	**1,023,334**	**14.61**	**8,125**	**173,800**	**572**	**8,697**
Granted	**-**	**-**	**-**	**320,266**	**187**	**187**
Exercised option or vested RSU	**(540,834)**	**13.54**	**(3,974)**	**(148,800)**	**(3,172)**	**(7,146)**
Expired	**(5,000)**	**13.14**	**(34)**	**-**	**-**	**(34)**
Amortized value of stock-based compensation	**-**	**-**	**-**	**-**	**2,951**	**2,951**
Outstanding at December 31, 2022	**477,500**	**15.85**	**4,117**	**345,266**	**538**	**4,655**
Exercisable at December 31, 2022	**477,500**					

	Options			RSUs		Total
	Number of Options	Weighted Average Exercise Price ($)	Amortized Value of options ($000s)	Number of RSUs	Amortized Value of RSUs ($000s)	Stock-based Compensation ($000s)
Outstanding at January 1, 2021	2,611,691	12.51	22,524	135,450	487	23,011

Granted	-	-	-	173,800	573	573
Exercised option or vested RSU	(1,585,501)	11.17	(14,370)	(135,450)	(3,413)	(17,783)
Expired	(2,856)	6.30	(37)	-	-	(37)
Amortized value of stock-based compensation	-	-	8	-	2,925	2,933
Outstanding at December 31, 2021	1,023,334	14.61	8,125	173,800	572	8,697
Exercisable at December 31, 2021	1,023,334					

The outstanding share options at December 31, 2022 expire at various dates between October 2023 and June 2024. A summary of options outstanding, their remaining life and exercise prices as at December 31, 2022 is as follows:

	Options Outstanding		Options Exercisable
Exercise price	**Number outstanding**	**Remaining contractual life**	**Number Exercisable**
$ 16.94	50,000	10 months	50,000
$ 15.46	377,500	1 year	377,500
$ 17.72	50,000	1 year 6 months	50,000
	477,500		477,500

During the year ended December 31, 2022, 540,834 options were exercised (2021 - 1,585,501) for proceeds of $3.9 million (2021 - $17.7 million) and 148,800 RSUs vested (2021 - 135,400). In total, 689,634 common shares were issued (2021 - 1,720,951). The weighted average share price at the date of exercise of options exercised during the year ended December 31, 2022 was $18.74 (2021 - $22.39).

In December 2022, 310,266 RSUs were granted. Of these, 37,500 RSUs were granted to Board members, 232,266 RSUs were granted to members of senior management, and the remaining 40,500 RSUs were granted to other employees of the Company. The fair value of the grants, of $5.1 million, was estimated as at the grant date to be amortized over the expected service period of the grants. The expected service period ranges from six months to three years from the date of the grant and is dependent on certain corporate objectives being met. Of the $5.1 million fair value of the grants, $0.1 million was amortized during the fourth quarter of 2022, and the remaining $5.0 million will be amortized over the remaining estimated service periods of the respective tranches.

During the third quarter of 2022, 10,000 RSUs were granted to a Board member. Half of the RSUs vest on the first anniversary of the appointment and the remaining half on the second anniversary. The fair value of the grants, of $0.2 million, was estimated as at the grant date to be amortized over the expected service period of the grants. As at December 31, 2022, $0.1 million of the fair value of the grants was amortized.

In December 2021, 123,800 RSUs were granted. Of these, 28,000 RSUs were granted to Board members, 75,200 RSUs were granted to members of senior management, and the remaining 20,600 RSUs were granted to other employees of the Company. The fair value of the grants, of $2.6 million, was estimated as at the grant date to be amortized over the expected service period of the grants. The expected service period of approximately four months from the date of the grant was dependent on certain corporate objectives being met. Of the $2.6 million fair value of the grants, $0.4 million was amortized during the fourth quarter 2021, and the remaining $2.2 million was amortized during the first quarter of 2022. During the second quarter of 2022, 128,800 RSUs were vested and 119,800 RSUs were exchanged for common shares of the Company.

During the third and fourth quarter of 2021, 40,000 RSUs were granted to three new members of senior management. Half of the RSUs vest on the first anniversary of employment and the remaining half on the second anniversary. The fair value of the grants, of $0.9 million, was estimated at the grant date to be amortized over the expected service period of the grants. In 2022, 20,000 RSUs were vested, and as at December 31, 2022, $0.7 million of the fair value of the grants was amortized.

During the second quarter of 2021, 10,000 RSUs were granted to a Board member. Half of the RSUs vested on the first anniversary of the appointment and the remaining half will vest on the second anniversary. The fair value of the grants, of $0.2 million, was estimated as at the grant date to be amortized over the expected service period of the grants. During the second quarter of 2022, 5,000 RSUs were vested, and as at December 31, 2022, $0.2 million of the fair value of the grants was amortized.

c) Basic and diluted net income (loss) per common share

Basic and diluted net loss attributable to common shareholders of the Company for the year ended December 31, 2022 was $7.4 million (2021 - $0.9 million net income).

Earnings per share has been calculated using the weighted average number of common shares and common share equivalents issued and outstanding during the period. Stock options are reflected in diluted earnings per share by application of the treasury method. The following table details the weighted average number of outstanding common shares for the purpose of computing basic and diluted

earnings per common share for the following periods:

($000s)	December 31, 2022	December 31, 2021
Weighted average number of common shares outstanding	**80,058,861**	76,413,554
Dilutive effect of options	**-**	1,023,334
Dilutive effect of RSUs	**-**	163,800
	80,058,861	77,600,688

For the year ended December 31, 2022, 427,500 stock options and 345,266 RSUs were not included in the calculation of diluted earnings per share since to include them would be anti-dilutive.

14. Cash flow items

Adjustment for other non-cash items within operating activities:

		Year Ended	
($000s)	Notes	December 31, 2022	December 31, 2021
Impairment of investment in associate	6	**873**	-
Equity loss of associate	6	**207**	221
Unrealized gain on convertible notes receivable	7	**(25)**	(104)
Accrued interest income on convertible notes receivable	7	**(39)**	(39)
Depreciation	9	**84**	85
Finance costs, net		**72**	110
Effects of exchange rate fluctuation on cash and cash equivalents	7	**(3,216)**	184
		(2,044)	457

15. Fair value of financial assets and liabilities

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 fair values of financial assets and liabilities were as follows:

	December 31, 2022				
($000s)	Carrying Amount	Level 1	Level 2	Level 3	Total Fair Value
Assets					
Cash and cash equivalents	**46,150**	**46,150**	**-**	**-**	**46,150**
Short-term deposits	**81,690**	**81,690**	**-**	**-**	**81,690**
Amounts receivable	**6,260**	**6,260**	**-**	**-**	**6,260**
Investment in marketable securities	**3,696**	**3,696**	**-**	**-**	**3,696**
Convertible notes receivable	**631**	**-**	**-**	**631**	**631**
Long-term receivables	**51,703**	**51,703**	**-**	**-**	**51,703**
	190,130	**189,499**	**-**	**631**	**190,130**
Liabilities					
Accounts payable and accrued liabilities	**42,956**	**42,956**	**-**	**-**	**42,956**
Secured note	**263,541**	**-**	**-**	**263,541**	**263,541**
	306,497	**42,956**	**-**	**263,541**	**306,497**

	December 31, 2021

($000s)	Carrying Amount	Level 1	Level 2	Level 3	Total Fair Value
Assets					
Cash and cash equivalents	11,523	11,523	-	-	11,523
Short-term deposits	29,243	29,243	-	-	29,243
Amounts receivable and prepaid expenses	5,229	5,229	-	-	5,229
Investment in marketable securities	3,367	3,367	-	-	3,367
Convertible notes receivable	606	-	-	606	606
Long-term receivables	13,038	13,038	-	-	13,038
	63,006	62,400	-	606	63,006
Liabilities					
Accounts payable and accrued liabilities	12,165	12,165	-	-	12,165
	12,165	12,165	-	-	12,165

The carrying value of cash and cash equivalents, short-term deposits, amounts receivable and accounts payable and accrued liabilities approximate their fair values due to the short-term maturity of these financial assets and liabilities.

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, convertible notes receivable, and receivables included in amounts receivable and prepaid expenses. The Company has no significant concentration of credit risk arising from operations. The 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. 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, 2022, the Company had cash and cash equivalents of $46.2 million and short-term deposits of $81.7 million (December 31, 2021 - $11.5 million and $29.2 million, respectively) for settlement of current financial liabilities of $47.3 million (December 31, 2021 - $12.2 million). Except for the secured note liability and the reclamation obligations, the Company's financial liabilities primarily have contractual maturities of 30 days and are subject to normal trade terms. The Company's ability to fund its operations and capital expenditures and other obligations as they become due is dependent upon market conditions.

The following tables detail the Company's expected remaining contractual cash flow requirements for its financial liabilities on repayment or maturity periods. The amounts presented are based on the contractual undiscounted cash flows and may not agree with the carrying amounts in the Consolidated Statements of Financial Position.

($000s)	**Less than 1 year**	**1-3 years**	**3-5 years**	**Greater than 5 years**	**Total**
Secured note including interest	19,808	39,616	39,616	164,501	**263,541**
Flow-through share expenditures	15,023	-	-	-	**15,023**
Lease obligation	669	834	106	92	**1,701**
	35,500	**40,450**	**39,722**	**164,593**	**280,265**

As the Company does not generate cash inflows from operations, the Company is dependent upon external sources of financing to fund its exploration projects and on-going activities. If required, the Company will seek additional sources of cash to cover its proposed exploration and development programs at its key projects, in the form of equity financing and from the sale of non-core assets. Refer to Note 13 for details on equity financing.

Market Risk

(a) Interest Rate Risk

Interest rate risk is the risk that the future cash flows of a financial instrument or its fair value will fluctuate because of changes in market interest rates. The secured note liability (Note 12) bears interest at a fixed rate of 6.5% per annum. The Company's current policy is to invest excess cash in Canadian bank guaranteed notes (short-term deposits). 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 secure note liability and the related interest payments are denominated in US dollars. The Company has the option to pay the interest either in cash or in shares. The Company also funds certain operations, exploration and administrative expenses in the United States on a cash call basis using US dollar cash on hand or converted from its Canadian dollar cash. Management believes the foreign exchange risk derived from currency conversions is not significant to its operations and has not entered into any foreign exchange hedges. As at December 31, 2022, the Company had cash and cash equivalents, investment in associate, convertible notes receivable, loan receivable, reclamation deposits, accounts payable, accrued liabilities and secured note that are in US dollars.

(c) Investment Risk

The Company has investments in other publicly listed exploration companies which are included in investments. These shares were received as option payments on certain exploration properties the Company owns or has sold. In addition, the Company holds $3.6 million in a gold exchange traded receipt that is recorded on the consolidated statements of financial position in investments. The risk on these investments is significant due to the nature of the investment but the amounts are not significant to the Company.

16. Corporate and administrative expenses

($000s)	**2022**	2021
Employee compensation	**7,479**	5,781
Stock-based compensation	**3,138**	3,506
Professional fees	**2,591**	1,828
Other general and administrative	**2,882**	2,264
	16,090	13,379

17. Related party disclosures

Compensation to key management personnel of the Company:

($000s)	**2022**	2021
Compensation of directors:		
Directors' fees	**560**	431
Stock-based compensation	**675**	704
	1,235	1,135
Compensation of key management personnel:		
Salaries and consulting fees	**7,892**	5,773
Stock-based compensation	**2,026**	2,226
	9,918	7,999
	11,153	9,134

During year ended December 31, 2022 and 2021, there were no payments to related parties other than compensation paid to key management personnel. 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.

18. Income taxes

($000s)	**2022**	2021
Deferred tax expense (recovery)	**8,268**	4,630
	8,268	4,630

Tax expense (recovery) recognized in other comprehensive income or directly in equity

($000s)	**2022**	2021
Financing costs - recognized in statement of equity	**(330)**	(438)
Unrealized gain or loss on marketable securities - recognized in OCI	**831**	(61)
	501	(499)

In 2022, the Company recognized income tax expense of $8.3 million, primarily due to the deferred tax liability arising from the gain recognized on remeasurement of the fair value of the secured note liability, and from the renouncement of expenditures related to the June 2021 flow-through shares issued which are capitalized for accounting purposes. The income tax expense was partially offset by income tax recovery arising from the losses in the period. The income tax impact of the revaluation of the secured note liability that was recorded

through other comprehensive income (loss) during 2022, of $0.05 million, was also recorded through other comprehensive income (loss).

(a) Rate Reconciliation

The provision for income taxes differs from the amount that would have resulted by applying the combined Canadian Federal, Ontario, British Columbia, Northwest Territories and Yukon statutory income tax rates of 26.68% (2021 - 26.63%).

($000s)	**2022**	2021
Earnings before income taxes	**874**	5,525
	26.68%	26.63%
Tax expense calculated		
Using statutory rates	**233**	1,471
Non-deductible items	**2,280**	303
Difference in foreign tax rates	**103**	(8)
Change in deferred tax rates	**(116)**	(132)
Movement in tax benefits not recognized	**2,996**	949
Impact of true-up of prior year balances	**124**	1
Renouncement of flow-through expenditures	**2,525**	2,020
Other	**123**	24
Income tax expense	**8,268**	4,630

(b) Deferred Income Tax

The following table summarizes the significant components of deferred income tax assets and liabilities:

($000s)	**December 31, 2022**	December 31, 2021
Deferred income tax assets:		
Property and equipment	**565**	292
Provision for reclamation liabilities	**1,235**	595
Financing costs	**2,487**	2,080
Non-capital loss carryforwards	**38,255**	33,098
Deferred income tax liabilities:		
Mineral interests	**(63,710)**	(59,229)
Secured note	**(10,766)**	-
Net deferred income tax liabilities	**(31,934)**	(23,164)

(c) Unrecognized Deferred Tax Assets

The company has not recognized deferred income tax assets in respect of the following tax effected deductible temporary differences:

($000s)	**December 31, 2022**	December 31, 2021
Marketable securities	**137**	182
Loss carryforwards	**834**	798
Investment tax credits	**1,481**	1,481
Foreign tax credits	**268**	268
Mineral properties	**437**	140
Provision for reclamation liabilities	**1,091**	1,083

Deferred tax has not been recognized on the deductible temporary difference of $2.1 million (2021 - $3.2 million) relating to investments in subsidiaries as these amounts will not be distributed in the foreseeable future.

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 probable that future taxable profit would be available against which the Company can utilize the benefits there from.

(d) Income Tax Attributes

As at December 31, 2022, the Company had the following income tax attributes to carry forward.

	($000s)	Expiry date
Canadian non-capital losses	**143,103**	2042
Canadian capital losses	**2,571**	Indefinite
Canadian tax basis of mineral interest	**406,278**	Indefinite

US non-capital losses	**480**	2042
US tax basis of mineral interest	**23,201**	Indefinite

19. Commitments and contingencies

	Payments due by years				
($000s)	**Total**	**2023**	**2024-25**	**2026-27**	**2028-29**
Secured note – interest	138,656	19,808	39,616	39,616	39,616
Capital expenditure obligations	104,688	98,128	6,560	-	-
Flow-through share expenditures	15,023	15,023	-	-	-
Mineral interests	5,782	826	1,652	1,652	1,652
Lease obligation	1,701	669	834	106	92
	265,850	**134,454**	**48,662**	**41,374**	**41,360**

In 2022, the Company entered into a Facilities Agreement with BC Hydro covering the design and construction of facilities by BC Hydro to supply construction phase hydro-sourced electricity to the KSM project.

The cost to complete the construction is estimated to be $32.8 million of which the Company has paid $11.7 million to BC Hydro and the remaining balance is due in 2023. In addition, the Facilities Agreement requires $54.2 million in security or cash from the Company for BC Hydro system reinforcement which is required to make the power available of which the Company has paid $21.2 million to BC Hydro and the balance is due in 2023. The $54.2 million system reinforcement security will be forgiven annually, typically over a period of less than 8 years, based on project power consumption. Subsequent to December 31, 2022, $43.7 million was paid to BC Hydro.

Prior to its maturity, the secured note bears interest at 6.5%, or US$14.6 million per annum, payable quarterly in arrears. The Company can elect to satisfy interest payments in cash or by delivering common shares. Refer to Note 12 for details on the secured note.

As previously disclosed in the Company's prior years financial statements, in 2019 the Company received a notice from the CRA that it proposed to reduce the amount of expenditures reported as Canadian Exploration Expenses (CEE) for the three-year period ended December 31, 2016. The Company has funded certain of its exploration expenditures, from time-to-time, with the proceeds from the issuance of flow-through shares and renounced, to subscribers, the expenditures which it determined to be CEE. The notice disputes the eligibility of certain types of expenditures previously audited and approved as CEE by the CRA. The Company strongly disagrees with the notice and responded to the CRA auditors with additional information for their consideration. In 2020, the CRA auditors responded to the Company's submission and, although accepting additional expenditures as CEE, reiterated that their position remains largely unchanged and subsequently issued reassessments to the Company reflecting the additional CEE expenditures accepted and $2.3 million of Part XII.6 tax owing. The Company has been made aware that the CRA has reassessed certain investors who subscribed for the flow-through shares, reducing CEE deductions. Notice of objections to the Company's and investors' reassessments have been filed for all those that have been received and will be appealed to the courts, should the notice of objections be denied. The Company has indemnified the investors that subscribed for the flow-through shares. The potential tax indemnification to the investors is estimated to be $10.8 million, plus $2.9 million potential interest. No provision has been recorded related to the tax, potential interest, nor the potential indemnity as the Company and its advisors do not consider it probable that there will ultimately be an amount payable.

During 2021 and 2022, the Company deposited $9.3 million into the accounts of certain investors with the Receiver General, in return for their agreement to object to their respective assessments and agreement to repay the Company the full amount deposited on their behalf upon resolution of the Company's appeal. The deposits made has been recorded as long-term receivables on the statement of financial position as at December 31, 2022.

SEABRIDGE GOLD INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED DECEMBER 31, 2022

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, 2022 and 2021. This report is dated March 30, 2023 and should be read in conjunction with the audited consolidated financial statements for the years ended December 31, 2022 and 2021, 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.com. 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 or other financings. All amounts contained in this document are stated in Canadian dollars unless otherwise disclosed.

The consolidated financial statements for the year ended December 31, 2022 and the comparative year ended December 31, 2021 have been prepared by the Company in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

Company Overview

Seabridge Gold Inc. is a company engaged in the acquisition and exploration of mineral properties, with an emphasis on gold resources, located in North America. The Company's objective is to provide its shareholders with exceptional leverage to a rising gold price and the returns from significant copper resources it has acquired. The Company's business plan is to increase its mineral resources in the ground, through exploration, but not to go into production on its own. The Company intends to sell projects or participate in joint ventures towards production with major mining companies. Since inception in 1999, Seabridge has acquired interests in numerous advanced-stage gold projects situated in North America and its principal projects include the KSM property located in British Columbia and the Courageous Lake property located in the Northwest Territories. The Company also holds a 100% interest in the Iskut Project in British Columbia and the Snowstorm Project in Nevada. In 2020, the Company purchased its 100% interest in the 3 Aces gold project in Yukon and acquired the East Mitchell property, adjacent to the KSM project, in British Columbia. Although focused on gold exploration, the Company has made significant copper discoveries, in particular, at KSM. Seabridge's common shares trade in Canada on the Toronto Stock Exchange under the symbol "SEA" and in the United States on the New York Stock Exchange under the symbol "SA".

During the third quarter of 2022, the Company announced Jay Layman retired as President and COO. Mr. Layman, however, will continue to serve as a Director of the Company and will assist in the transitioning and mentoring of two new officer appointments: Ryan Hoel, P.E., as Senior VP, Chief Operating Officer and Melanie Miller as VP, Chief Sustainability Officer. Mr. Hoel joined the Company in September 2021 as VP, Projects and since that time has led the Substantially Started activities at KSM. Ms. Miller joined the Company, as a Director, in June 2019, and has served as the Chairperson of the Company's Sustainability Committee since its inception.

Selected Annual Information

Summary Operating Results ($000s - except per share amounts)	2022	2021	2020
Remeasurement of secured note	36,967	-	-
Gain on disposition of mineral interests	-	21,943	-
Corporate and administrative expenses	(16,090)	(13,379)	(16,530)
Foreign exchange gain (loss)	(12,874)	22	(616)
Environmental rehabilitation expense	(6,722)	(5,377)	-
Finance expense and other	(3,471)	(116)	(199)
Impairment of investment in associate	(873)	-	-
Equity loss of associate	(207)	(221)	(187)
Other income - flow-through shares	1,366	2,373	1,676
Unrealized gain (loss) on convertible notes receivable	(16)	104	-
Interest income	2,794	176	114
Income tax recovery (expense)	(8,268)	(4,630)	800
Net income (loss)	(7,394)	895	(14,942)
Basic earnings (loss) per share	$ (0.09)	$ 0.01	$ (0.23)

Summary Statement of Financial Position ($000s)	2022	2021	2020
Current assets	140,387	54,159	46,229
Non-current assets	955,232	693,583	601,588
Total assets	1,095,619	747,742	647,817
Current liabilities	51,993	17,301	10,194
Non-current liabilities	303,093	28,108	22,905
Equity	740,533	702,333	614,718
Total liabilities and equity	1,095,619	747,742	647,817

Results of Operations, 2022 Compared to 2021

The Company recorded net loss of $7.4 million or $0.09 per share for the year ended December 31, 2022 compared to net income of $0.9 million or $0.01 per share for the year ended December 31, 2021.

During the year ended December 31, 2022, the most significant items contributing to the net loss included corporate and administrative expenses, environmental rehabilitation expense, foreign exchange loss, finance costs, and income taxes, partially offset by unrealized gain due to change in the fair value of the Company's secured note liability and interest income. These items are discussed further below.

Since the issuance on March 24, 2022, the fair value of the secured note liability decreased by $39.9 million of which the Company recorded $37.0 million gain through profit or loss, and $2.9 million through other comprehensive income (loss).

The Company measures the fair value of its secured note liability using a discounted cash flow model with a Monte Carlo simulation. Key assumptions into this model are summarized in the following table.

Inputs and Assumption	March 24, 2022	**December 31, 2022**
Weighted Average Life[1]	23.5 years	**44.9 years**
Forecast silver production, in thousands of ounces	105,778	**166,144**
Future silver price	US$28.96 to US$35.42	**US$29.38 to US$110.51**
Risk-free rate	2.5%	**3.4%**
Credit spread	5.2%	**5.3%**
Volatility	60%	**60%**
Silver royalty discount factor	7.1%	**8.6%**

1) Weighted average life reflects the revised silver forecast production schedule contained in the recently filed KSM updated Preliminary Feasibility Study (PFS) and Preliminary Economic Assessment (PEA) for the KSM project, discussed below.

The fair value of the secured note was estimated using Level 3 inputs and is most sensitive to changes in silver prices and forecasted silver production.

During the second quarter of 2021, the Company disposed of its residual interests in its previously owned Red Mountain project located in northwestern British Columbia, for cash proceeds of US$18 million and recorded a gain of $21.9 million through the statement of operations and comprehensive earnings (loss) in that period. The capitalized costs incurred and accumulated while the Company held the project had previously been recovered through option and acquisition payments and the residual interest in the project had no carrying value.

Corporate and administrative expenses for 2022 were $16.1 million, up $2.7 million or 20% from prior year. The increase was mainly due to higher cash compensation, and higher professional fees and other general and administrative expenses, partially offset by lower stock-based compensation (discussed below).

Cash compensation increased by $1.7 million, from $5.8 million in 2021 to $7.5 million in 2022. The increased cash compensation mainly related

to an increase in non-project headcount. Professional fees and other general and administrative expenses increased by $0.8 million, from $1.8 million in 2021 to $2.6 million in 2022. The increase mainly related to the costs associated with the implementation of a new ERP system, the Company wide risk assessment review, and sustainability reporting. Other general and administrative expenses increased by $0.6 million, from $2.3 million in 2021 to $2.9 million in 2022. The increase was mainly related to increased external consulting costs and travel. The Company anticipates that personnel numbers and related remuneration will continue to increase slightly but not as significantly as has been the case in 2022.

The Company has, since 2019, refocused the compensation practices away from issuing a combination of stock options and RSUs to only issuing restricted share units (RSUs). During the year ended December 31, 2022, stock-based compensation expense, related to RSUs, decreased by $0.4 million, from $3.5 million in 2021, to $3.1 million in 2022. The decrease was mainly due to the fact that the RSUs granted in December 2020 and expensed in 2021, had a higher grant date fair value when compared to the RSUs granted during 2021 and expensed in 2022.

To the year ended December 31, 2021, the Company had expensed all accumulated fair value associated with stock options as the service period related to the remaining outstanding options ended in that year. The Company's stock-based compensation expense related to stock options and restricted share units are illustrated on the following tables:

			($000s)					
Options granted	**Exercise price ($)**	**Number of options**	**Grant date fair value**	**Cancelled prior to 2021**	**Expensed prior to 2021**	**Expensed in 2021**	**Expensed in 2022**	**Balance to be expensed**
December 12, 2018	15.46	568,000	4,719	-	4,711	8	-	-
				-	**4,711**	**8**	**-**	**-**

		($000s)				
RSUs granted	**Number of RSUs**	**Grant date fair value**	**Expensed prior to 2021**	**Expensed in 2021**	**Expensed in 2022**	**Balance to be expensed**
December 16, 2020	135,450	3,413	487	2,926	-	-
June 24, 2021	10,000	222	-	-	185	37
September 01, 2021	20,000	454	-	75	304	75
September 07, 2021	10,000	229	-	36	155	38
October 01, 2021	10,000	195	-	24	122	49
December 13, 2021	123,800	2,622	-	437	2,185	-
July 04, 2022	10,000	159	-	-	52	107
December 13, 2022	310,266	5,073	-	-	135	4,938
			487	**3,498**	**3,138**	**5,244**

During the second quarter of 2022, 123,800 RSUs granted in December 2021 vested upon the Company completing the 2021 exploration program at Snowstorm and were exchanged for common shares of the Company. Of the total fair value of $2.6 million, $0.4 million was charged to the statement of operations and comprehensive loss in fourth quarter of 2021, and the remaining $2.2 million was charged to the statement of operations and comprehensive loss during the first and second quarter of 2022.

During the second quarter of 2021, 10,000 RSUs were granted to a Board member upon their appointment to the Board. Half of those RSUs vested in the second quarter of 2022, and the remaining half will vest on the second anniversary of their appointment. During the third and fourth quarter of 2021, a total of 40,000 RSUs were granted to three members of senior management. Half of those RSUs vested during 2022, and the remaining half will vest on the second anniversary of their appointment in 2023. During the third quarter of 2022, 10,000 RSUs were granted to a Board member upon their appointment to the Board. Half of those RSUs will vest on the first anniversary of the appointment, and the remaining half will vest on the second anniversary of the appointment.

During the first six months of 2021, 135,450 RSUs, granted in 2020, fully vested to the holders upon the Company attaining pre-established vesting conditions and $2.9 million of fair value was expensed through the statement of operations and comprehensive loss.

The $12.9 million foreign exchange loss recognized in 2022 was the net result of $21.2 million of foreign exchange loss associated with the secured note, partially offset by $8.3 million of foreign exchange gain recognized mainly on the US dollar denominated cash and short-term investments translated to Canadian dollars during the period. During the comparative year, the Company recognized a foreign exchange gain of $0.02 million.

The finance costs incurred during 2022 amounted to $3.5 million and were primarily related to the secured note financing. During the comparative year, $0.1 million of finance costs were incurred.

In 2022, the Company recognized $1.4 million of other income related to the flow-through share premium recorded primarily on the financings completed in June 2021 (discussed below). During the comparative year, the Company recognized $2.4 million of other income related to the flow-through share premium recorded on the financings completed in June 2020 and in June 2021 (discussed below).

The Company holds common shares of several mining companies that were received as consideration for optioned mineral properties and other short-term investments, including one gold exchange traded receipt. In 2022, the Company recognized an increase in fair value of investments of $0.3 million, net of income taxes. During the comparative year, the Company recognized a decrease in fair value of investments, net of income taxes, of $0.4 million. The change in the fair value of these investments was recorded within comprehensive income (loss) on the consolidated statement of operations and comprehensive income (loss).

The Company holds one investment in an associate that is accounted for on the equity basis. In 2022, the Company recognized $0.2 million loss in investment in associate. During the comparative year, the Company recognized $0.2 million loss in investment in associate. Also, during the second quarter of 2022, the Company reviewed the recoverability of the investment in the associate and recorded an impairment of $0.9 million in the consolidated statement of operations and comprehensive income (loss).

In 2018, the Company filed an updated reclamation and closure plan for the Johnny Mountain mine site and charged $7.4 million of rehabilitation expenses to the consolidated statements of operations and comprehensive income (loss). The Johnny Mountain Mine site was acquired, along with the Iskut Project, during the Snip Gold acquisition in 2016. Expenditures were expected to be incurred between 2018 and 2022 and included the estimated costs for the closure of all adits and vent raises, removal of the mill and buildings, treatment of landfills and surface water management as well as ongoing logistics, freight and fuel costs.

The Company's reclamation activities were somewhat curtailed during 2020 while non-essential activities were halted, and the Company strived to reduce the numbers of personnel in any camp at any one-time. In 2021, the Company reassessed the closure plan for the Johnny Mountain Mine and charged $5.4 million of rehabilitation expenses to the consolidated statements of operations and comprehensive income (loss). Also, in 2022, the Company reassessed the closure plan for the Johnny Mountain Mine and charged an additional $6.6 million of rehabilitation expenses to the consolidated statements of operations and comprehensive income (loss). Additional reclamation costs were mainly the result of weather-related events that delayed 2022 reclamation activities until 2023. Costs are now expected to be incurred until 2025.

In 2022, the Company incurred $4.5 million of environmental rehabilitation expenditures (2020 - $3.3 million) that were recorded as a reduction to the provision for reclamation liabilities on the consolidated statements of financial position.

- Reclamation activities at Johnny Mountain focused on four areas in 2022:
  - Deconstruction of the mill building
  - Complete the relocation of potential acid generating waste into the tailings storage facility
  - Continuing in-situ hydrocarbon remediation
  - Conducting permit compliance monitoring activities

In 2022, the Company recognized income tax expense of $8.3 million, primarily due to the deferred tax liability arising from the gain recognized on remeasurement of the fair value of the secured note liability, and from the renouncement of expenditures related to the June 2021 flow-through shares issued which are capitalized for accounting purposes. The income tax expense was partially offset by income tax recovery arising from the losses in the period. The income tax impact of the revaluation of the secured note liability that was recorded through other comprehensive income (loss) during 2022, of $0.1 million, was also recorded through other comprehensive income (loss).

During the comparative year, the Company recognized income tax expense of $4.6 million primarily due to the deferred tax liability arising from the gain recognized on disposition of the Company's residual interests in its previously owned Red Mountain project, and from the renouncement of expenditures related to the June 2020 and June 2021 flow-through shares issued, that are capitalized for accounting purposes but renounced to investors for tax purposes. The income tax expense was partially offset by income tax recovery arising from the losses in the year.

Results of Operations, 2021 Compared to 2020

The Company recorded net income of $0.9 million or $0.01 per share for the year ended December 31, 2021 compared to a net loss of $14.9 million or $0.23 per share for the year ended December 31, 2020.

During the year ended December 31, 2021, the most significant items contributing to net income included the gain on disposition of mineral interests, other income reported for flow-through shares, and interest income, partially offset by corporate and administrative expenses, income taxes, and environmental rehabilitation expense. These and other items are discussed further below.

During the second quarter 2021, the Company disposed of its residual interests in its previously owned Red Mountain project located in northwestern British Columbia, for cash proceeds of US$18 million and recorded a gain of $21.9 million through the statement of operations and comprehensive income (loss). The capitalized costs incurred and accumulated while the Company held the project had previously been recovered through option and acquisition payments and the residual interest in the project had no carrying value, resulting in the gain.

Corporate and administrative expenses for 2021 were $13.4 million, down $3.2 million or 19% from prior year mainly due to $5.3 million decrease in stock-based compensation, partially offset by $1.0 million increase in cash compensation, $0.7 million increase in professional fees and $0.5 million increase in other general and administrative expenses.

Increase in cash compensation was due both to increase in base salary and headcount. Increase in professional fees and other general and administrative expenses was mainly related to increase in recruitment costs and the costs associated with the Company wide risk assessment review and the preparation and publication of its inaugural sustainability report. The inaugural sustainability report was prepared with select disclosures and guidance from the Sustainability Standards Accounting Board Metals and Mining Industry Standards and the Global Reporting Initiative Standards, as well as metrics designed specifically for the Company.

Lower stock-based compensation expense in 2021 when compared to prior year was primarily due to the fact that the expense in 2020 was

inclusive of fair value recognition for the non-market performance options granted between 2015 and 2019 that were vested in late 2020.

Quarterly Information

Selected financial information for the last eight quarters ending December 31, 2022 is as follows:

(in thousands of Canadian dollars, except per share amounts)	2022				2021			
	Q4	**Q3**	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**
Revenue	**-**			**-**	**-**	**-**	**-**	**-**
Earnings (loss) for the period	**(25,246)**	**5,045**	**19,088**	**(6,281)**	(8,546)	(822)	14,548	(4,285)
Basic earnings (loss) per share	**(0.31)**	**0.06**	**0.24**	**(0.08)**	(0.11)	(0.01)	0.19	(0.06)
Diluted earnings (loss) per share	**(0.31)**	**0.06**	**0.24**	**(0.08)**	(0.11)	(0.01)	0.19	(0.06)

During the second and third quarter of 2022, the unrealized gain related to the change in the fair value of the secured note was $31.6 million and $24.9 million, respectively. During the fourth quarter of 2022, the unrealized gain loss related to the change in the fair value of the secured note was $19.5 million. In the first quarter 2022, the loss for the period included $2.3 million of stock-based compensation expense related to amortization of RSUs granted in December 2021 that were vested during the second quarter 2022. In the fourth quarter 2022, the loss included $6.6 million of rehabilitation expenses related to the Johnny Mountain Mine. In the fourth quarter 2021, the loss included $5.4 million of rehabilitation expenses related to the Johnny Mountain Mine. In the second quarter 2021, net income included $21.9 million gain on disposition of interest in the Red Mountain project. In the first quarter 2021, the loss for the period included $2.9 million of stock-based compensation expense related to amortization of RSUs granted in December 2020 that were vested during the second quarter 2021.

Mineral Interests and Site Capture Activities

During the year ended December 31, 2022, the Company added an aggregate of $54.6 million of expenditures that were attributed to mineral interests. The breakdown of the mineral interests expenditures by project is illustrated on the following table:

($000s)	**Amount**	**Percentage**
KSM	39,985	72%
Iskut	8,125	15%
Snowstorm	3,091	6%
3 Aces	3,045	6%
Courageous Lake	823	1%
Total expenditures	**55,069**	**100%**

During 2022, the Company's main efforts and most significant spending were focused on its 2022 site capture and early infrastructure development activities that are designed to ensure that KSM's Environmental Assessment Certificate ("EAC") remains in good standing. During 2022, the Company also filed a full updated pre-feasibility study ("PFS") for KSM. The full study included a preliminary economic assessment ("PEA") for mineral resources at KSM, not included in the PFS resources. Results of the PFS and PEA are discussed below.

On site capture activities, under the B.C. Environmental Assessment Act, a project's EAC is subject to expiry if the project has not been substantially started ("Substantial Start") by the deadline specified in the EAC. The expiry date for KSM's EAC is July 29, 2026. However, if the B.C. Minister of Environment and Climate Change Strategy determines that a project has been Substantially Started on or before the deadline, the EAC remains in effect for the life of the project. The 2022 full year plan for site capture was approximately $150 million and was funded by the proceeds of the US$225 million secured note issued in March 2022. Significant activities include road, bridge and camp construction, hydro installations, fish habitat offsetting programs and the acquisition and transport of construction equipment and vehicles.

The site capture expenditures during the year ended December 31, 2022 are illustrated below:

($000s)	**Balance January 1, 2022**	**Expenditures 2022**	**Balance December 31, 2022**
Capital expenditure	25,419	151,500	176,919
Capitalized borrowing costs	-	14,735	14,735
	25,419	**166,235**	**191,654**

1) Also, upon signing a Facilities Agreement in 2022, the Company paid $28.8 million to the British Columbia Hydro and Power Authority ("BC Hydro") to supply construction phase hydro-sourced electricity to the KSM project. Payments made to BC Hydro related to the Facilities Agreement are recorded in long-term receivables on the statement of financial position.

The results of the PFS show a considerably more sustainable and profitable mining operation than its 2016 predecessor. It envisages an all open pit mine plan that includes the Mitchell, East Mitchell and Sulphurets deposits only with a 33 year operating life. Mill production is increased from

an initial 130,000 metric tonnes per day (tpd) to 195,000 tpd in the third year of production. The primary reasons for the improvements in the plan arise from the acquisition of the East Mitchell resource in December 2020 and an expansion to planned mill throughput. The many design improvements over earlier studies include a smaller environmental footprint, reduced waste rock production, a 50% increase in mill throughput, and the elimination of capital-intensive block cave mining. The Company is also studying the use of trolley-assist technology or how supply of power from BC Hydro and the possible electrification of the entire mine fleet can enhance carbon optimization.

Projected economic results of the study compared to the 2016 study and against alternate scenarios are illustrated below.

Amounts expressed in US dollars	2016 PFS Base Case	**2022 PFS Base Case**	2022 PFS Recent Spot Case	2022 PFS Alternate Case
Metal Prices:				
Gold ($/ounce)	1,230	**1,742**	1,850	1,500
Copper ($/pound)	2.75	**3.53**	4.25	3.00
Silver ($/ounce)	17.75	**21.90**	22.00	20.00
Molybdenum ($/lb)	8.49	**18.00**	18.00	18.00
US$/Cdn$ Exchange Rate:	0.80	**0.77**	0.77	0.77
Cost Summary:				
Operating Costs Per Ounce of Gold Produced (years 1 to 7)	$ 119	**$ 35**	$ -83	$ 118
Operating Costs Per Ounce of Gold Produced (life of mine)	$ 277	**$ 275**	$ 164	$ 351
Total Cost Per Ounce of Gold Produced (inclusive of all capital and closure)	$ 673	**$ 601**	$ 490	$ 677
Initial Capital (billions)	$ 5.0	**$ 6.4**	$ 6.4	$ 6.4
Sustaining Capital (billions)	$ 5.5	**$ 3.2**	$ 3.2	$ 3.2
Unit Operating Cost (US$/tonne)	$ 12.36	**$ 11.36**	$ 11.36	$ 11.36
Pre-Tax Results:				
Net Cash Flow (billions)	$ 15.9	**$ 38.6**	$ 46.1	$ 27.9
NPV @ 5% Discount Rate (billions)	$ 3.3	**$ 13.5**	$ 16.4	$ 9.2
Internal Rate of Return	10.4%	**20.1%**	22.4%	16.5%
Payback Period (years)	6.0	**3.4**	3.1	4.1
Post-Tax Results:				
Net Cash Flow (billions)	$ 10.0	**$ 23.9**	$ 28.6	$ 17.1
NPV @ 5% Discount Rate (billions)	$ 1.5	**$ 7.9**	$ 9.8	$ 5.2
Internal Rate of Return	8.0%	**16.1%**	18.0%	13.1%
Payback Period (years)	6.8	**3.7**	3.4	4.3

The results of the PEA announced during the year is a stand-alone mine plan that was undertaken to evaluate a potential future expansion of the KSM mine to the copper rich Iron Cap and Kerr deposits after the PFS mine plan has been completed. The PEA is primarily an underground block cave mining operation supplemented with a small open pit and is planned to operate for 39 years with a peak mill feed production of 170,000 t/d. The PEA demonstrates that KSM is a potential multigenerational mining project with flexibility to vary metal output.

Work also continued on various, significant, components of the eventual design of KSM including connection to BC Hydro's transmission line. Work was conducted on planned infrastructure projects, including the continuation of the construction of the access road to site as well as new temporary and permanent camp installations.

In order to achieve its objectives and milestones, the Company estimates annual costs for each of its mineral interests and tracks costs against those estimates for payroll, environmental and social, technical engineering, exploration and other holding or property costs. The below information describes those costs versus the 2022 estimates.

Advancing the KSM Project and in addition to the substantial start discussion above, the Company's 2022 plan and reported costs to December 31, 2022 were:

($000s)	**Actual**	**Plan**
Payroll	3,452	2,964
Technical and engineering	20,353	12,443
Environmental and social	21,646	23,571
Other holding or property	313	302
Total	45,764	39,280

Technical and engineering costs include costs related to the completion of the 2022 PFS and PEA and the continuing geotechnical data collection for key mine infrastructure. Significant variance between the actual and planned technical and engineering costs was due to overruns in direct drilling costs, related to a change in scope of work, and higher costs due to inflation including, labour, commodities, logistics and camp support. Environmental and social endeavors relate to environmental monitoring baseline studies at KSM.

At Iskut, the Company's 2022 plan and reported costs to December 31, 2022 were:

($000s)	**Actual**	**Plan**
Payroll	1,567	886
Exploration	6,135	6,000
Environmental and social	5,121	4,940
Total	**12,823**	**11,826**

The Company conducted its exploration and drilling program at Iskut based on the analysis of the 2021 drilling and geophysical surveying programs. The 2022 program entailed ten drill holes, totaling 10,162 meters, and was designed to test the porphyry gold-copper potential at depth on the Bronson Slope deposit as well as below the Quartz Rise Lithocap. Work was also planned to consider forming a drill testing program at an additional site on the SnipGold claim block.

Drilling in 2022 the Company discovered a large, well-mineralized breccia pipe beneath the historic Bronson Slope skarn deposit. The extensive quartz-magnetite pipe, which has been identified as the source of the Bronson Slope deposit, holds broadly disseminated gold and copper mineralization from multiple hydrothermal eruptive events believed to originate from a major porphyry intrusive source. A 2023 drill program is being planned to target an increase in the Bronson gold-copper resource and find the intrusive source of the breccia pipe. The current resource at Bronson Slope contains a measured and indicated resource of 187Mt of 0.36 g/t gold and 0.12% copper.

Regional geophysical surveys and continuous surface geology work on the property point to a distinct structural feature that connects the Quartz Rise, Bronson Slope and Snip North targets. All the prospective gold-copper intrusions recognized on the property fall along this regional trend and this observation has led us to envision a cluster of gold-copper deposits. Prior drilling at the lithocap on Quartz Rise and historical drilling at the Snip North target has encountered gold-copper grades that will be explored further in 2023.

In addition to exploration work at Iskut, the Company continued its planned 2022 reclamation and closure activities at the Johnny Mountain mine site. Work included, among other items, the dismantling and removal of the historic mill and mill buildings. Reported within provision for reclamation liabilities and in support of the reclamation and closure of the Johnny Mountain Mine, the Company incurred $4.5 million of costs versus a 12 month estimate of $3.2 million.

At Snowstorm, where the Company's objective was to continue exploration activities at Snowstorm, the Company's 2022 estimated costs and those incurred to December 31, 2022 were:

($000s)	**Actual**	Plan
Payroll	620	595
Exploration	2,162	1,700
Other holding or property	366	367
Total	**3,147**	**2,662**

During the third and fourth quarter of 2022, the Company evaluated the results of the drilling program completed in the second quarter of 2022. The program entailed re-entering existing drill holes and used directional drilling tools to continue drilling from known gold-bearing intersections, toward prospective higher-grade structures. Approximately 2,500 meters of drilling was completed.

At the Company's 3 Aces project, 2022 estimated costs and those incurred that supported the current year's initial drill program, to December 31, 2022 were:

($000s)	**Actual**	Plan
Payroll	919	1,056
Exploration	1,758	5,000
Environmental	332	1,123
Other holding or property	45	45
Total	**3,055**	**7,224**

The lower actual incurred costs when compared to the plan was due to delay in obtaining permits. The Company successfully secured a five-year, Class 4 permit for 3 Aces during the third quarter of 2022 and work immediately commenced on camp repairs, securing water sources and the drilling program. Due to the delay in the granting of the permit, however, the Company altered its original 2022 program to accommodate the shortened drilling season. The 2022 program was designed to test the exploration model developed for a central core area that would confirm the potential for resource expansion and evaluate the applicability of the model to establish drill targets within the 3 Aces claims.

As reported in prior periods, the Company continues to evaluate the best path forward at its Courageous Lake project in NWT. Options include securing a joint venture partner, the sale of all or a portion of the project, updating the 2012 PFS with a smaller initial project, or conducting additional exploration outside the area of known reserves and resources.

In response to the Covid-19 pandemic, the Company implemented measures to safeguard the health and well-being of its employees, contractors, consultants, and community members. Many of the Company's employees worked remotely prior to the pandemic, and from March 2020 through to 2022, employees have been working remotely during ongoing periods of lockdowns in various jurisdictions. The Company conducted its 2022 programs around social distancing protocols that include safety and preventative actions at its camps. The Company executed its 2022 exploration and development work at KSM, Iskut, Snowstorm and 3 Aces projects under the same successful protocols it

implemented in 2020 and 2021. The Company's engagement with potential joint venture partners, or potential acquirors of KSM or Courageous Lake diminished in both 2020 and 2021 as major mining companies focused on addressing the needs of their existing operations as a result of the pandemic.

The Company has full access to its properties in Canada and the United States and has managed to adequately staff its camps for conducting its programs. The Company has not experienced problems obtaining the supplies and services needed for its work programs. The Company will follow the advice of local governments and health authorities where it operates. The Company plans work programs on an annual basis and adjusts its plans to the conditions it faces. Now with many of the travel and other restrictions eliminated, the Company fully expects to be able to continue operating its planned programs. One factor that the Company must plan for is the recent resurgence of inflation above past multi-decade levels. Budgets prepared for 2023 have incorporated inflation factors, including labour costs, fuel and energy costs and camp operations and supplies. These increases have not materially impacted planned operations or the Company's ability to fund and execute its plans.

Liquidity and Capital Resources

The Company's working capital position at December 31, 2022, was $88.4 million compared to $36.9 million on December 31, 2021. Increased cash resources resulted from the cash raised through financings (discussed below), and exercise of stock options, partially offset by cash used in early infrastructure development and corresponding equipment, environmental, reclamation and exploration projects, corporate and administrative costs, and reclamation bonding deposits for KSM. Included in current liabilities at December 31, 2022, is $4.2 million of flow-through premium liability which is a non-cash item (December 31, 2021 - $1.4 million) and will be reduced as flow-through expenditures are incurred.

($000s)	**December 31, 2022**	December 31, 2021
Assets		
Current assets		
Cash and cash equivalents	**$ 46,150**	$ 11,523
Short-term deposits	**81,690**	29,243
Amounts receivable and prepaid expenses	**8,220**	10,026
Investment in marketable securities	**3,696**	3,367
Convertible notes receivable	**631**	-
Total current assets	**140,387**	54,159
Liabilities and shareholders' equity		
Current liabilities		
Accounts payable and accrued liabilities	**$ 42,956**	$ 12,165
Flow-through share premium	**4,183**	1,366
Lease obligations	**511**	90
Provision for reclamation liabilities	**4,343**	3,680
Total current liabilities	**51,993**	17,301
Working Capital [(1)]	**88,394**	36,858

(1) This is a non-GAAP financial performance measure with no standard definition under IFRS.

On March 24, 2022, the Company entered into an agreement selling a secured note ("Note") that is to be exchanged at maturity for a 60% gross silver royalty (the "Silver Royalty") on the KSM project to Sprott Resource Streaming and Royalty Corp. and Ontario Teachers' Pension Plan (jointly, the "Investors") for US$225 million. The proceeds of the financing are to be used to continue ongoing physical works at KSM and advance the project towards a designation of Substantially Started. The Substantially Started designation ensures the continuity of the KSM project's approved EAC for the life of the project.

The Note bears interest at 6.5% per annum, payable quarterly in arrears. The Company can elect to satisfy interest payments in cash or by delivering common shares. During 2022, the interest was paid in cash. The Company's obligations under the Note are secured by a charge over all of the assets of its wholly owned subsidiary, KSM Mining ULC, and a limited recourse guarantee from the Company secured by a pledge of the shares of KSM Mining ULC.

If project financing to develop, construct and place KSM into commercial production is not in place by March 24, 2027, the Investors can put the Note back to the Company for US$232.5 million in cash or common shares at the Company's option. This right expires once such project financing is in place. If the Investors exercise this put right, the Investors' right to purchase the Silver Royalty terminates.

If the EAC expires at any time while the Note is outstanding, the Investors can put the Note back to the Company for US$247.5 million at any time over the following nine months, in cash or common shares at the Company's option. If the Investors exercise this put right, the Investors' right to purchase the Silver Royalty would terminate.

When the Note matures, the Investors will use all of the principal amount repaid on maturity to purchase the Silver Royalty. The Note matures upon the first of either commercial production being achieved at KSM and either the 10-year anniversary, or if the EAC expires and the Investors do not exercise their right to put the Note to the Company, the 13-year anniversary of the issue date of the Note.

If commercial production is not achieved at KSM prior to the tenth anniversary from closing, the Silver Royalty payable to the Investors will increase to a 75% gross silver royalty. If the EAC expires during the term of the Note and the corresponding put right is not exercised, the

increase will occur at the thirteenth anniversary from closing. The Company has the option to buy back 50% of the Silver Royalty, once exchanged on or before 3 years after commercial production has been achieved, for an amount that provides the Investors a minimum guaranteed annualized return.

No amount payable may be paid in common shares of Seabridge if, after the payment, any of the Investors would own more than 9.9% of the Company's outstanding shares.

The financing provides most of the capital necessary to attain Substantial Start and reduces the time from the construction schedule once a construction decision has been made.

In 2019, the Company entered into an agreement with two securities dealers, for an At-The-Market offering program, entitling the Company, at its discretion, and from time to time, to sell up to US$40 million in value of common shares of the Company. In 2020, the Company issued 1,327,046 shares, at an average selling price of $21.94 per share, for net proceeds of $28.5 million under the Company's At-The-Market offering.

During the first quarter of 2021, the Company entered into an agreement with two securities dealers, for an At-The-Market offering program, entitling the Company, at its discretion, and from time to time, to sell up to US$75 million in value of common shares of the Company. This program was in effect until the Company's current US$775 million Shelf Registration Statement expired in December 2022, and was renewed subsequent to the year end. In 2021, the Company issued 2,242,112 shares, at an average selling price of $22.71 per share, for net proceeds of $49.9 million under the Company's At-The-Market offering. In 2022, the Company issued 998,626 shares, at an average selling price of $22.82 per share, for net proceeds of $22.3 million under the Company's At-The-Market offering.

Subsequent to December 31, 2022, the Company entered into a new agreement with two securities dealers, for an At-The-Market offering program, entitling the Company, at its discretion, and from time to time, to sell up to US$100 million in value of common shares of the Company. This program can be in effect until the Company's US$750 million Shelf Registration Statement expires in 2025. Subsequent to December 31, 2022, the Company issued 313,666 shares, at an average selling price of $18.26 per share, for net proceeds of $5.6 million under the Company's At-The-Market offering.

During the year ended December 31, 2022, the Company received $7.3 million upon the exercise of 540,834 stock options.

In December 2022, the Company issued a total of 675,400 flow-through common shares at an average $22.24 per common share for aggregate gross proceeds of $15.0 million. The Company committed to renounce its ability to deduct qualifying exploration expenditures for the equivalent value of the gross proceeds of the flow-through financing and transfer the deductibility to the purchasers of the flow-through shares. The effective date of the renouncement was December 31, 2022. At the time of issuance of the flow-through shares, $4.2 million premium was recognized as a liability on the consolidated statements of financial position.

During 2022, operating activities, including working capital adjustments, used $8.0 million cash compared to $11.7 million cash used by operating activities in 2021. The decrease in the year-over-year basis was mainly related to $4.0 million decrease in cash used in working capital, $4.9 million increase in foreign exchange gain, and $2.6 million increase in interest income, partially offset by $3.1 million increase in general and administrative expenses, $3.4 million increase in financing fees, and $1.2 million increase in environmental rehabilitation disbursements. Higher general and administrative expenses in 2022 was mainly related to higher cash compensation, new ERP implementation costs, and the costs associated with the risk assessment review and sustainability programs. Operating activities in the near-term are expected to remain stable or increase marginally given the growth in project and corporate activity in the Company.

As previously disclosed in the Company's prior years financial statements, in 2019 the Company received a notice from the CRA that it proposed to reduce the amount of expenditures reported as Canadian Exploration Expenses (CEE) for the three-year period ended December 31, 2016. The Company has funded certain of its exploration expenditures, from time-to-time, with the proceeds from the issuance of flow-through shares and renounced, to subscribers, the expenditures which it determined to be CEE. The notice disputes the eligibility of certain types of expenditures previously audited and approved as CEE by the CRA. The Company strongly disagrees with the notice and responded to the CRA auditors with additional information for their consideration. In 2020, the CRA auditors responded to the Company's submission and, although accepting additional expenditures as CEE, reiterated that their position remains largely unchanged and subsequently issued reassessments to the Company reflecting the additional CEE expenditures accepted and $2.3 million of Part XII.6 tax owing. The Company has been made aware that the CRA has reassessed certain investors who subscribed for flow-through shares in 2013 and will reassess other investors with reduced CEE deductions. Notice of objections to the Company's and investors' reassessments have and will be filed as received and will be appealed to the courts, should the notice of objections be denied. The Company has indemnified the investors that subscribed for the flow-through shares. The potential tax indemnification to the investors is estimated to be $10.8 million, plus $2.9 million potential interest. No provision has been recorded related to the tax, potential interest, nor the potential indemnity as the Company and its advisors do not consider it probable that there will ultimately be an amount payable.

During 2016, upon the completion of an audit of the application by tax authorities of the British Columbia Mineral Exploration Tax Credit ("BCMETC") program, the Company was reassessed $3.6 million, including accrued interest, for expenditures that the tax authority has categorized as not qualifying for the BCMETC program. The Company recorded a $3.6 million provision within non-trade payables and accrued expenses on the consolidated statements of financial position as at December 31, 2016 with a corresponding increase in mineral interests. In 2017 the Company filed an objection to the reassessment with the appeals division of the tax authorities and paid one-half of the accrued balance to the Receiver General and reduced the provision by $1.8 million. In 2019, the Company received a decision from the appeals division

that the Company's objection was denied, and the Company filed a Notice of Appeal with the British Columbia Supreme Court. The Attorney General of Canada replied to the facts and arguments in the Company's Notice of Appeal and stated its position that the Company's expenditures did not qualify for the BCMETC program. Subsequent to the year end, the Company completed discoveries with the Department of Justice and will continue to move the appeal process forward as expeditiously as possible. The Company intends to continue to fully defend its position. As at December 31, 2022, the Company has recognized $3.9 million of long-term receivable from the CRA, including $2.3 million of HST credit due to the Company. The amount recorded in long-term receivables as of December 31, 2022 of $3.9 million includes the initial reassessment of $3.6 million, plus accrued interest.

The Company will continue its objective of advancing its major gold projects, KSM and Courageous Lake, and to further explore the Iskut, Snowstorm and 3 Aces projects to either sell or enter into joint venture arrangements with major mining companies. The market for metals streams and royalty interests seems to be growing and the Company will determine the merits of disposing of options it holds on non-core net profits interests and net smelter returns. Financing future exploration and development may include the selling or entering into new streaming and royalty arrangements.

Contractual Obligations

The Company has the following commitments as at December 31, 2022:

		Payments due by years			
($000s)	**Total**	**2023**	**2024-25**	**2026-27**	**2028-29**
Secured note – interest expense	138,656	19,808	39,616	39,616	39,616
Capital expenditure obligations	104,688	98,128	6,560	-	-
Flow-through share expenditures	15,023	15,023	-	-	-
Mineral interests	5,782	826	1,652	1,652	1,652
Lease obligation	1,701	669	834	106	92
	265,849	**134,454**	**48,662**	**41,374**	**41,360**

In 2022, the Company entered into a Facilities Agreement with BC Hydro covering the design and construction of facilities by BC Hydro to supply construction phase hydro-sourced electricity to the KSM project.

The cost to complete the construction is estimated to be $32.8 million of which the Company has paid $11.7 million to BC Hydro and the remaining balance is due in 2023. In addition, the Facilities Agreement requires $54.2 million in security or cash from the Company for BC Hydro system reinforcement which is required to make the power available of which the Company has paid $21.2 million to BC Hydro and the balance is due in 2023. The $54.2 million system reinforcement security will be forgiven annually, typically over a period of less than 8 years, based on project power consumption. Subsequent to December 31, 2022, $43.7 million was paid to BC Hydro.

Prior to its maturity, the secured note bears interest at 6.5%, or US$14.6 million per annum, payable quarterly in arrears. The Company can elect to satisfy interest payments in cash or by delivering common shares.

Outlook

As mentioned above, the COVID-19 pandemic has not materially impacted the Company's operations, financial condition or financial performance in 2022, but in 2020 and 2021 it caused it to reduce the scale of certain programs as it hindered the pace of advancement at the affected projects in those years. The Company has been able to execute its 2022 exploration, and monitoring programs at its projects as well as the site capture and early infrastructure development activities at KSM, safely and within the constraints and safety measures implemented. Although the capital markets have been relatively volatile, the Company has not experienced limitations nor does it foresee limitations to accessing capital on acceptable terms. No disruptions to supply chains have been experienced nor have there been delays in project activity.

In 2022, the Company has enjoyed favorable capital markets, closing the US$225 million secured financing in the first fiscal quarter and has successfully raised funds under its ATM offering of common shares and other financings mentioned above and its financial condition has not been adversely impacted by the pandemic. As a company without revenue from operations, its financial performance has not been impacted by the pandemic. The Company will continue to monitor developments of the pandemic and will continue to assess the pandemic's potential impact on the Company's operations and business.

In addition to the extensive Substantial Start work that the Company is carrying out, it also continues its pursuit of a joint venture agreement on the KSM project with a suitable partner on terms advantageous to the Company, since it does not intend to build or operate the project alone. The KSM project includes multiple deposits and provides a joint venture partner, or purchaser, flexibility in the design of the project. In accordance with its priorities and risk tolerance, the Company believes that it does not make sense for it to start preparing a feasibility study on the KSM project on its own. The 2022 KSM PFS includes recommendations on additional work that could be completed to advance the project, including budget estimates. The work that a joint venture partner might choose to complete might include some or all of this recommended work and might include significantly more work, and so the timing and cost for a joint venture partner to conclude the recommended work or a feasibility study is difficult to predict. The Company plans its work to advance the KSM project on an annual basis, when the results of one year's work have been received and analyzed, planning for the next year begins. Currently, the Company is focused on Substantial Start activities and while planning its programs, the Company will consider the recommended work in the PFS, but the Company will decide work based on its priorities, the results of its advancement work and the items it believes are best left for a joint venture partner to decide. Plans for each year are typically announced in the second quarter of the year and budgets are established at the beginning of that year.

The early construction work the Company is considering for completion in 2024 and 2025 includes completing construction of the Taft Creek fish habitat offsetting ponds, constructing the powerline from the Treaty Creek switching station to the area of the proposed processing plant and

MTT portals in the North Treaty Creek valley, constructing the power substation at the area of the processing plant, constructing the Coulter Creek Access Road to the 8.6 km mark and clearing of many of the sites for location of proposed KSM Project infrastructure. The Company anticipates submitting an application to the EAO for a decision that the KSM Project has been "substantially started" well before the deadline and believes it is keeping itself on course for a positive decision.

The Company has only prepared preliminary estimates for the cost of all of this work and certain of the work requires further engineering before reasonable cost estimates can be established. The Company may elect not to complete some or many elements of this work and may elect to engage in construction of other elements of the KSM Project infrastructure instead, including in respect of the work for 2023. However, it is anticipating that its budget for 2023 early construction activities will be in the range of $100 - $180 million.

At Iskut, the Company will conduct a planned 2023 exploration program that is focused on the Bronson Slope copper-gold resource and test porphyry occurrences in other targets on the property Environmental work will also continue on the reclamation and closure plan for the Johnny Mountain mine.

At the Company's 3 Aces project, the Company will conduct a 2023 exploration program that will include drill testing of the exploration model for extrapolation across the entire property. Additionally, the work program will provide a prioritized list of targets and drill plans to initiate resource definition on the identified target areas. The overall program is focused on the discovery of a high grade mineralized deposit.

At Snowstorm, the Company will continue exploration efforts to determine the potential for mineralized faults. Past exploration efforts have identified the geophysical signature of several parallel structures on the eastern margin of an uplifted formation block. This setting is consistent with the large mines and the projected structures are orientated parallel with mineralizing faults in the Getchell Trend. The exploration program is to test across two of these structures.

At Courageous Lake, the Company plans to commence a preliminary feasibility study for an alternative development plan for the project and determine the best path forward to unlock value.

The Company is exploring various alternatives for raising the funding necessary to pay for these construction activities and other business objectives. Possible financing options include the sale of a royalty or streaming interest in the KSM Project, funding from a joint venture partner as part of earning into an interest in the KSM Project, the sale of all or some form of interest in one of the Company's other projects or the sale of shares or debt issued by the Company, including a possible financing under a Prospectus Supplement. The Company also has an At-the-Market Offering in the United States which has been an effective source of meaningful funding for the Company.

Environment, Social and Governance

Management and the Board of Directors have formalized several key policies that entrench the Company's environmental, social and governance (ESG) goals, priorities and strategies to operate safely, sustainably and with the highest governance standards. The Board of Directors has established a Sustainability Committee and granted that committee the authority to investigate any activity of the Corporation and its affiliates relating to sustainability and ESG. As the Company operates in the natural resource extraction industry, the Company strives to achieve the highest operating standards, assessing and mitigating the impacts on the physical environment and the communities in which the Company operates. The Company is committed to sustainability and the integration of sustainability principles into all of our activities and has adopted its Sustainability Policy.

During the third quarter of 2022, the Company published its supplemental Sustainability Report providing insight to the Company's commitment to local communities, environment and sustainability. The report captures the last quarter of 2021 to highlight the Company's progress towards integrating sustainability into its operations. The Company's Sustainability Reports are prepared with select disclosures and guidance from the Sustainability Standards Accounting Board Metals and Mining Industry Standards and the Global Reporting Initiative Standards, as well as metrics designed for specifically for the Company. In the 2022 report, we will be disclosing Scope 1, 2 and 3 emissions and will be compliant with the Task Force on Climate-Related Financial Disclosures. The Company will also make submissions for CDP scoring that will provide a snapshot of the Company's disclosure and environmental performance.

The Company also published its ESG Performance Tables for its first reporting year, 2020. The sustainability report highlights the Company's accomplishments and approach to three critical pillars: the economy, society, and the environment. These pillars are seen as interdependent, each necessary and supportive to the other. The Company recognizes that sustainability involves protecting environmental values in the area of our projects, contributing to the health and the economic and social well-being of our employees and the local communities, and taking action on national and global priorities. A sustainable human environment requires the Company to consider issues such as cultural respect, inclusiveness, diversity, and broad participation in the opportunities and benefits which derive from our efforts.

In addition to the Sustainability Policy, the Company has also implemented its Environmental Policy; Health and Safety Policy including a separate policy on discrimination, bullying, harassment, and violence; a Workplace Employment Policy; and its Policy Statement on Diversity. The Inaugural Sustainability Report and all of the Company's policies related to ESG can be found on the Company's website www.seabridgegold.com.

Internal Controls Over Financial Reporting

The Company's management under the supervision of the Chief Executive Officer and Chief Financial Officer are responsible for designing adequate internal controls over financial reporting or causing them to be designed under their supervision in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Management is responsible for establishing and maintaining adequate internal controls over financial reporting. Management evaluated the effectiveness of the Company's internal controls over financial reporting as of December 31, 2022 based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on that evaluation of the internal controls at December 31, 2022, management has concluded that the Company's internal controls and procedures are appropriately designed and operating effectively. The registered public accounting firm that audited the Company's consolidated financial statements has issued their attestation report on management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2022.

Changes to Internal Controls Over Financial Reporting

As previously disclosed in Management's Discussion and Analysis for the second quarter ended June 30, 2022, the Company implemented a new enterprise resource planning (ERP) system during that quarter. The Company implemented additional controls during the transition period following the new ERP system implementation and also hired a new Director, Information Technology. Other than these changes, there was no change in the Company's internal controls over financial reporting that occurred during the period beginning October 1, 2022 and ended on December 31, 2022 that has materially affected or is reasonably likely to materially affect, the Company's internal controls over financial reporting.

Disclosure Controls and Procedures

Disclosure controls and procedures have been designed to ensure that information required to be disclosed by the Company is recorded, processed, summarized and reported within the time periods specified in the rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by the Company is accumulated and communicated to management as appropriate, to allow timely decisions regarding required disclosure. The Company's Chief Executive Officer and Chief Financial Officer have concluded, based on their evaluation of the design of the disclosure controls and procedures as of December 31, 2022, that they are appropriately designed and effective.

Limitations of Controls and Procedures

The Company's management, including the Chief Executive Officer and Chief Financial Officer, believe that any internal controls over financial reporting and disclosure controls and procedures, no matter how well designed, can have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance that the objectives of the control system are met.

Cybersecurity

The Company's management is responsible for cybersecurity risks that face the Company, and the Board of Directors has granted the Audit Committee the authority to oversee management's assessment of those risks and their prevention and mitigation approaches and to investigate any material breaches. To date, there have been no material breaches of security measures.

An independent review of access to information and other security protocols around the Company's IT systems was undertaken in 2020 and another review is planned for early 2023. The review, among other items, verifies all employees' ability to recognize potentially malicious emails or other communications that could enable an intruder to download malware onto the Company's systems leading to the potential circumventing of the Company's security protocols and to potentially steal or hold ransom Company data.

Shares Issued and Outstanding

At March 30, 2023, the issued and outstanding common shares of the Company totaled 81,643,678. In addition, there were 477,500 stock options, and 354,266 RSUs. Assuming the conversion of all of these instruments outstanding, there would be 82,475,444 common shares issued and outstanding.

Related Party Transactions

During year ended December 31, 2022 and 2021, there were no payments to related parties other than compensation paid to key management personnel. 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.

Recent Accounting Pronouncements

Refer to Note 3 (N) in the Company's audited consolidated financial statements for the year ended December 31, 2022.

Critical Accounting Estimates

Refer to Note 3 (C) in the Company's audited consolidated financial statements for the year ended December 31, 2022.

Risks and Uncertainties

The risks and uncertainties are discussed within the Company's most recent 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.

Forward Looking Statements

The consolidated financial statements and management's discussion and analysis and any other materials included with them, 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, estimates, plans, objectives, assumptions, intentions or statements about future events or performance. Forward-looking information may include reserve and resource estimates and expected changes to them, estimates of future production and related financial analysis, 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.