

# Seabridge Gold Inc.

## Report to Shareholders Quarter Ended June 30, 2016

### Recent Highlights

- Seabridge acquires 100% interest in Iskut gold project with completion of the purchase of SnipGold Corp.
- 10,000 meter drill program underway at KSM designed to expand Deep Kerr deposit
- Independent experts confirm KSM's tailings management design as best available technology
- Initiated environmental program at Iskut with the support of the Tahltan Central Government
- Balance sheet significantly strengthened with closing of two financings totaling \$20.7 million in gross proceeds

### Closing of SnipGold Acquisition Provides Seabridge with 100% Interest in Iskut High-Grade Gold Project

In June Seabridge completed its acquisition of all of the outstanding shares of SnipGold Corp. under a Plan of Arrangement originally announced in April. On closing Seabridge issued 695,277 shares to acquire SnipGold, at an exchange ratio of one share of Seabridge for 63 outstanding shares of SnipGold Corp. The acquisition of SnipGold also met Seabridge's transaction test of immediately increasing its gold resource ownership per share.

The Iskut gold project is located approximately 30 kilometers northwest of KSM; close enough to offer synergies in terms of personnel and infrastructure. The Iskut project contains two main target types: high-grade precious metal mineralization, with drill ready targets; and bulk tonnage gold-copper porphyries. The Bronson Slope deposit contains a measured and indicated resource of 187 million tonnes grading 0.36 g/t gold, 0.10% copper and 2.19 g/t silver (2.2 million ounces of gold, plus 503 million pounds of copper and 13 million ounces of silver). Seabridge is planning to complete a 3,000 meter core drilling program this year at Iskut designed to test for high-grade gold which the property is historically known for. The objective of the 2016 program is to determine which of the many known targets has the best potential, in preparation for a much larger program next year.

### 2016 Drill Program at KSM Designed to Extend Deep Kerr Deposit up to 800 Meters to the South

A 10,000 meter core drill program is underway at Seabridge's 100%-owned KSM Project in northwestern British Columbia. The 2016 program is designed to expand by as much as 800 meters the block cave shapes that confine the current resource estimate for Deep Kerr.

Seabridge's geological team believes the mineralized zone on the west limb of the Deep Kerr deposit projects to the south and that the block cave shapes in its resource are limited by drill data, not geology. Extending the footprint of these block cave shapes should enable Seabridge to increase the potential mining rate for Deep Kerr higher grade material, which could result in improved economics for the project. In addition, 2016 drilling will target the less-explored eastern limb of the Deep Kerr deposit to test its potential expansion at depth.

Over the past three years, Seabridge has successfully targeted higher grade zones beneath KSM's near surface porphyry deposits, resulting in the discovery of Deep Kerr and the Iron Cap Lower Zone. Last year, sizeable resource expansions were obtained from these deposits and drilling also confirmed the potential for significant resource additions below the Mitchell deposit. Like in years past, this year's program has been designed and funded based on Seabridge's expectation that it will increase Seabridge's gold resources on a per share basis. Seabridge also believes that the Deep Kerr resource can improve KSM's economics and the updated KSM Prefeasibility Study, now slated for completion in September, should demonstrate this point.

The Deep Kerr deposit has grown substantially since its discovery in 2013, but remains open to the south and at depth. Exploration drilling in 2015 expanded the inferred resource to more than one billion tonnes grading 0.53% copper and 0.35 g/T gold (11.3 million ounces of gold and 11.8 billion pounds of copper) as of March, 2016. Deep Kerr consists of a broad zone of altered rock representing several relic intrusions measuring about 2,000 meters north-south and at least 1,600 meters in depth. Drill testing in the deposit has demonstrated exceptional continuity of mineralized material which has enabled rapid growth of the resource.

### Three Different Experts Conclude that KSM's Tailings Management System is Best Design Solution

In August Seabridge announced the results of its Best Available Tailing Technology (BAT) review for its KSM Project. The review was completed by Klohn Crippen Berger, a world-leading engineering design firm. The BAT study confirms that the existing tailing management facility design, consisting of centerline dams constructed with double cycloned sand and a till core in association with wet tailings deposition, is the best available technology for tailings deposition and the most environmentally

responsible design to minimize long term risks associated with the proposed tailing storage facility for the KSM Project. This conclusion confirms the findings from KSM's Independent Geotechnical Review Board that the TMF's design is robust and appropriate for KSM's site specific characteristics.

Seabridge commissioned Klohn Crippen Berger to undertake the BAT review in August, 2015 in response to the Independent Expert Engineering Investigation and Review Panel report on the breach of the Mount Polley tailing storage facility. The Review Panel concluded that future projects require not only an improved adoption of best applicable practices, but also a migration to BAT. The Klohn Crippen Berger report also meets the new BC Mining Code requirement that new mines must provide an alternate assessment of BAT in their provincial permit applications.

As a further step in its review process, Seabridge commissioned an independent review of the BAT report by Dr. Dirk van Zyl. Dr. van Zyl is a world-recognized expert in tailings, mined-earth structures and sustainability with over 40 years of experience. He is currently a faculty member at UBC's Faculty of Applied Science and was a member of the Independent Expert Engineering Investigation and Review Panel investigating the Mount Polley tailing storage facility breach. In his review of the Klohn, Crippen report, Dr. van Zyl stated: "I support the overall conclusions of the KSM BAT report. The evaluation shows that using filtered tailings at this project is not a feasible option as it will not result in moving to zero failures. Adding complexity in tailings management, as filtered tailings will do at the KSM site, does not promote the overall goal of moving to zero failures."

### **Iskut Environmental Program to Focus on Johnny Mountain Mine Acquired in SnipGold Transaction**

In June Seabridge initiated a robust environmental program aiming to remediate areas of historical mining activity at its Iskut project, including the Johnny Mountain Mine, a past high-grade gold producer. This summer's planned environmental and engineering work is designed to ensure compliance with existing authorizations and to begin the evaluation and development of remediation programs to mitigate the impacts of past mining activity. This program will include a comprehensive evaluation of best practices for future remediation on the property, drawing from the Seabridge environmental team's experiences at KSM and other North America sites and input from the Tahltan First Nation and BC regulatory officials. Work commenced with a general site cleanup in the vicinity of the Bronson Slope Airstrip. The environmental work will be completed in conjunction with Seabridge's planned 2016 exploration program for the property.

Chad Norman Day, President of the Tahltan Central Government (TCG), indicated that the TCG was supportive of Seabridge's plans. "We have a strong interest in the remediation of the Johnny Mountain mine site on our traditional territory. We expect to work closely with Seabridge to ensure that Tahltan citizens benefit from this work and that we are kept fully informed of the progress that is being made in the planned clean-up programs. During the eight year Environmental Assessment Process for KSM, Seabridge demonstrated their willingness and openness in addressing environmental issues and we look forward to continuing our excellent working relationship with them."

### **The Gold Market**

In years past, the annual and quarterly reports to shareholders included our views on the gold market. In January 2015 we decided to publish our gold market commentary on a more frequent basis on our website under *Gold Market Flash Notes*. To see these notes please visit <http://seabridgegold.net/case4gold.php>.

### **Financial Results**

During the three month period ended June 30, 2016 Seabridge posted a net loss of \$1.9 million (\$0.04 per share) compared to a loss of \$1.6 million (\$0.03 per share) for the same period last year. During the 2nd quarter, Seabridge invested \$22.6 million in mineral interests, including the fair value attributed to mineral interests in the acquisition of SnipGold. Project spending alone was \$6.1 million in the current quarter compared to \$5.2 million during the same period last year. At June 30, 2016, net working capital was \$23.2 million compared to \$17.8 million at December 31, 2015.

During the 2<sup>nd</sup> quarter, Seabridge closed two equity financings for total gross proceeds of \$20.7 million. The first financing consisted of 500,000 common shares issued at a price of \$17.40 per share. The second financing was a bought deal flow-through financing consisting of 500,000 shares at \$24.07 per share (representing a 30% premium to the market price on the day it was announced).

**On Behalf of the Board of Directors,**



Rudi P. Fronk  
Chairman and Chief Executive Officer  
Toronto, Canada  
August 11, 2016

**SEABRIDGE GOLD INC.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE THREE AND SIX MONTHS ENDED  
JUNE 30, 2016**

# **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 three and six months ended June 30, 2016 and 2015. This report is dated August 11, 2016 and should be read in conjunction with the unaudited condensed consolidated interim financial statements for the same period and the Management's Discussion and Analysis and the audited consolidated financial statements for the year ended December 31, 2015. The Company also published an Annual Information Form filed on SEDAR at [www.sedar.com](http://www.sedar.com), and the Annual Report on Form 40-F filed on EDGAR at [www.sec.gov/edgar.shtml](http://www.sec.gov/edgar.shtml). Other corporate documents are also available on SEDAR and EDGAR as well as the Company's website [www.seabridgegold.net](http://www.seabridgegold.net). As the Company has no operating project at this time, its ability to carry out its business plan rests with its ability to sell projects or to secure equity and other financings. All amounts contained in this document are stated in Canadian dollars unless otherwise disclosed.

The accompanying interim condensed consolidated financial statements for the three and six months ended June 30, 2016 and the comparative three and six months ended June 30, 2015 have been prepared by the Company in accordance with IAS 34 Interim Financial Reporting as issued by the International Accounting Standards Board.

## **Company Overview**

Seabridge Gold Inc. is a development stage company engaged in the acquisition and exploration of gold properties located in North America. The Company's objective is to provide its shareholders with exceptional leverage to a rising gold price. The Company's business plan is to increase its gold ounces in the ground but not to go into production on its own. The Company will either sell projects or participate in joint ventures towards production with major mining companies. During the period 1999 through 2002, when the price of gold was lower than it is today, Seabridge acquired 100% interests in eight advanced-stage gold projects situated in North America. Seabridge's principal projects include the KSM (Kerr-Sulphurets-Mitchell) property located in British Columbia and the Courageous Lake property located in the Northwest Territories. 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".

## **Results of Operations**

The net loss for the three months ended June 30, 2016 was \$1.9 million or \$0.04 per share and is an increase from a net loss of \$1.6 million or \$0.03 per share for the comparative period ended June 30, 2015.

In the current quarter ended June 30, 2016, the most significant expenses contributing to the net loss were corporate and administrative costs, and in particular, compensation including stock based compensation. The comparative period's net loss also included an impairment charge related to the Company's investments. No similar charge was recorded in the current period. These expenses were offset somewhat by the amortization of a portion of the 2015 and 2016 flow-through share premiums and other gains on investments. These items are discussed further below.

For the three months ended June 30, 2016, corporate and administrative expenses increased to \$2.3 million from \$1.9 million in the comparable quarter in 2015. The current quarter's employee compensation

was \$0.7 million and is consistent with \$0.7 million for the comparable period in 2015. Stock-based compensation however, rose to \$1.0 million in the quarter ended June 30, 2016 from \$0.7 million in the same period in 2015, reflecting the expense of a portion of the fair value of stock options granted in March and May of 2016. Current quarter professional fees and other general and administrative costs, combined, increased marginally over the comparative period of 2015 as the Company continued to source a joint venture partner for KSM. These costs are not expected to increase significantly through 2016. On a six-month basis employee compensation, as a whole, was marginally higher than the comparative six-month period in 2015 but the cash component was lower due to bonus remuneration paid in 2015 that was not repeated in 2016. Stock based compensation was higher in the six-month period of 2016 due to the award of stock options in March and May of the current year.

The Company recognized \$1.1 million of other income in the current quarter (2015 - \$0.8 million) and \$1.6 million on a six months year-to-date basis (2015 – \$1.2 million) related to the amortization of flow-through share premiums recorded on financings completed in April 2015 and May 2016. In April 2015, the Company issued 1,610,000 flow-through common shares. Based on qualifying expenditures made in the current quarter, \$0.5 million of other income has been recognized through the statement of operations and comprehensive loss related to the amortization of the remaining portion of the 2015 flow-through premium. In May 2016, the Company issued 500,000 flow-through shares, at \$24.08 per share, raising gross proceeds of \$12.0 million. The purchase price represented a 38.4% premium over the market price of the Company's share on the closing date. Based on the qualifying expenditures made in June 2016, \$0.6 million of other income has been recognized in the current quarter. The remaining premium of \$2.7 million will be recorded in the statement of operations and comprehensive loss as the Company incurs qualifying exploration expenditures. In the comparative quarter of 2015, the Company recognized \$0.8 million of other income related to the partial recognition, in the statement of operations and comprehensive loss, of a \$3.1 million liability, setup in 2014, when the Company completed a \$13.8 million flow-through financing.

In the first quarter of 2015 the Company was notified that the remaining option on one of its projects in Nevada, Castle Black Rock, would be foregone. The Company determined that the recoverability of the carrying costs, at that time, was impaired and charged the statement of operations and comprehensive loss with the remaining carrying cost of \$0.4 million. No impairments to mineral properties were recognized in 2016.

In the current six-month period, the Company recognized a \$151,000 (2015 - \$162,000) net gain on investments it holds. The gain is derived from the recognition of a gain on the disposition of one investment of \$278,000 (2015 -\$21,000) net of the recognition of the proportionate loss of an associate of \$128,000 (2015 - \$141,000 income).

In the current quarter, the Company recognized income tax expense of \$0.8 million (2015 - \$66,000) primarily related to deferred tax expenses arising upon the renouncement of expenditures related to flow-through share commitments which are capitalized for accounting purposes. These expenditures have no corresponding tax basis due to the renouncement. The income tax expense is partially offset by a deferred tax recovery arising from the loss in the current quarter. On a six-month basis to June 30, 2016, the Company recognized \$1.5 million in deferred tax expense (2015 - \$34,000) due to the similar differences between accounting and tax basis of exploration expenditures, net of recoveries related to tax losses carried forward.

## Quarterly Information

Significant activities in the second quarter of 2016 included; the acquisition of 100% of SnipGold Corp. (“SnipGold”) and the Iskut project, the ongoing preparation of the update to the pre-feasibility study at KSM including a preliminary economic assessment of Deep Kerr; commencing the 2016 exploration program at KSM and Iskut and finalizing the preliminary report of the independent geotechnical review board (“IGRB”).

Selected financial information for the current and previous seven quarters ending June 30, 2016 is as follows (unaudited):

	<b>2nd Quarter Ended June 30, 2016</b>	<b>1st Quarter Ended March 31, 2016</b>	<b>4th Quarter Ended December 31, 2015</b>	<b>3rd Quarter Ended September 30, 2015</b>
<b>Quarterly operating results (\$000's)</b>				
Revenue	-	-	-	-
Loss for period	(1,917)	(2,474)	(2,373)	(2,629)
Basic loss per share	(0.04)	(0.05)	(0.05)	(0.05)
Diluted loss per share	(0.04)	(0.05)	(0.05)	(0.05)

	<b>2nd Quarter Ended June 30, 2015</b>	<b>1st Quarter Ended March 31, 2015</b>	<b>4th Quarter Ended December 31, 2014</b>	<b>3rd Quarter Ended September 30, 2014</b>
<b>Quarterly operating results (\$000's)</b>				
Revenue	-	-	-	-
Loss for period	(1,590)	(2,474)	(3,972)	(2,834)
Basic loss per share	(0.03)	(0.05)	(0.08)	(0.06)
Diluted loss per share	(0.03)	(0.05)	(0.08)	(0.06)

## Mineral Interest Activities

During the six months ended June 30, 2016, the Company incurred an aggregate of \$26.0 million of expenditures and acquisition costs that were attributed to mineral properties. Cash expenditures associated with the Company’s two main exploration projects, KSM and Courageous Lake amounted to \$9.5 million. On June 21, 2016, the Company acquired 100% of the common shares of SnipGold and its 100% owned Iskut Project. The purchase price and associated costs of the SnipGold acquisition amounted to \$14.8 million with \$13.1 million ascribed to the fair value of the Company’s common shares and other convertible securities issued and \$1.7 million of cash expenditures. The total cost of the acquisition of \$14.8 million has been allocated to the relative fair values of the assets acquired and liabilities assumed according to the following table:

<b>Assets acquired an liabilities assumed (\$000's)</b>	
Current assets	566
Mineral interests	16,441
Current liabilities	(8)
Provision for reclamation liabilities	(2,224)
	<b>14,775</b>
<b>Consideration paid (\$000's)</b>	
Share issuance	12,452
Options and warrants	619
Acquisition costs	1,704
	<b>14,775</b>

The Iskut Project is a contiguous block of ground in excess of 286 sq. km within northwestern British Columbia. A preliminary economic assessment, on a portion of the Iskut Project, was completed by SnipGold in 2010 and outlined a measured and indicated resource of 186 million tonnes of ore with 2.16 million ounces of contained gold and 500 million pounds of copper, among other elements. The Company has commenced an exploration program at Iskut spending approximately \$0.1 million on the project in the current quarter and has planned a \$3 million program for the full 2016 exploration season. The Iskut Project contains two main target types: a high-grade precious metal mineralization, with drill ready targets; and bulk tonnage gold-copper porphyries with resource expansion potential.

At the KSM Project, the Company incurred \$9.2 million of expenditures in the first six months of 2016 with \$5.9 million (2015 - \$5.0 million) of those costs incurred in the current quarter. Current quarter spending related to planning and commencing the 2016 exploration and drilling program and progressing the update to the pre-feasibility study at KSM, including the preliminary economic assessment of the Deep Kerr resource. Costs were also incurred finalizing the report of the IGRB and a review of the project's tailings management facility and water storage dam by independent engineers. Both groups have concluded that the current design plans for the project's tailing management facility and water storage dam are appropriate.

At Courageous Lake, the Company incurred minimal costs in both the current and comparative quarter completing limited analysis over drill target identification and costs to maintain the project in good standing. Limited work is planned for the remainder of 2016 at Courageous Lake as the Company continues to focus on advancing KSM and completing the exploration program at Iskut.

## **Liquidity and Capital Resources and Subsequent Events**

The Company's working capital position, at June 30, 2016, was \$23.2 million, up from \$17.8 million at December 31, 2015. Excluding the flow-through share premium, working capital amounted to \$25.9 million at June 30, 2016 and \$18.7 million at December 31, 2015. Cash and short-term deposits at June 30, 2016 totaled \$24.1 million versus \$15.5 million at December 31, 2015. Cash resources have increased since the 2015 year-end as the Company completed two financings in April and May of the current year.

In April 2016, the Company closed a public offering of 500,000 common shares at a price of \$17.40 per common share raising gross proceeds of \$8.7 million. Also in May 2016, the Company completed a financing whereby a syndicate of underwriters purchased 500,000 flow-through common shares at a price of \$24.08 per flow-through common share for gross proceeds of \$12 million. In addition, the exercise of stock options in the current quarter raised an additional \$1.2 million.

During the three months ended June 30, 2016, operating activities, including working capital adjustments, used \$0.5 million compared to \$0.4 million used by operating activities in the comparative quarter of 2015. Operating activities in the near-term are not expected to deviate significantly from current levels. Cash expenditures on mineral interest activity amounted to \$6.1 million and are up from the \$5.2 million spent in the comparative quarter of 2015. Exploration expenditures should elevate in the third quarter as the Company endeavours to carry out its planned drilling programs at KSM and Iskut.

Subsequent to the quarter ended June 30, 2016, 203,644 stock options were exercised and proceeds of \$2.1 million were received by the Company.

The Company will continue its objective of advancing its gold projects to either sell or enter into joint venture arrangements with major mining companies. The Company also continues to dispose of certain non-core mineral property assets in Canada and the USA and may also continue to dispose of its investments.

## **Outlook**

For the remainder of 2016 the Company will conduct its planned exploration programs at KSM and Iskut. The programs will entail the analysis of previous drilling including re-logging to enhance the current resource models as well as carrying out current drilling on identified targets. The Company is also updating the 2012 pre-feasibility study with an objective to release the results in the third quarter of this year and will continue to work to secure various permits for future exploration. In conjunction with the Company's exploration program for Iskut, a \$0.8 million environmental program is also planned with a goal of ensuring compliance with existing authorizations at the site and to begin the evaluation and costing of remediation programs that will mitigate the impacts of historical mining activity, including the Johnny Mountain Mine, a past gold producer.

## **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 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.

## **Changes to Internal Controls Over Financial Reporting**

There was no change in the Company's internal controls over financial reporting that occurred during the period April 1, 2016 to June 30, 2016 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 June 30, 2016, that they are appropriately designed. These disclosure controls and procedures provide reasonable assurance that material information is made known to them by others within the Company.

### **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.

### **Shares Issued and Outstanding**

At August 11, 2016, the issued and outstanding common shares of the Company totaled 54,138,601. In addition, there were 3,305,762 stock options, 183,250 RSUs and 1,587 warrants outstanding. Assuming the exercise of all outstanding options, RSUs and warrants, there would be 57,629,200 common shares issued and outstanding.

### **Related Party Transactions**

During the six months ended June 30, 2016, a private company controlled by an officer was paid \$96,000 (2015 - \$71,000) for legal services rendered. 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.

### **Changes in Accounting Standards Not Yet Adopted**

New standards and amendments to standards that are relevant to the Company and effective for annual periods beginning on or after January 1, 2016, that have not been applied in preparing these interim condensed consolidated financial statements are:

IFRS 9, Financial instruments ("IFRS 9") introduces new requirements for classification and measurement of financial assets, additional changes to financial liabilities and a new general hedge accounting standard. The mandatory effective date is for annual periods beginning on or after January 1, 2018. Early adoption is permitted and the new standard must be applied retrospectively, with some exceptions. The Company does not expect the standard will have a material impact on the financial statements upon adoption.

IFRS 15, Revenue from contracts with customers ("IFRS 15") will replace IAS 18 Revenue, IAS 11 Construction contracts, and some revenue-related interpretations. The new standard is effective for annual periods beginning on or after January 1, 2018. Earlier application is permitted. The standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue at either a point in time or over time. The model features a five-step analysis of transactions to determine when and how much revenue should be recognized. New estimates and judgmental thresholds were introduced, which may affect the amount and/or timing of revenue recognized. The Company does not expect the standard will have a material impact on the financial statements upon adoption.

## **Critical Accounting Estimates**

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

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

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.

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 to changes in the status of the site from time-to-time. The timing and cost of the rehabilitation is also subject to uncertainty. These changes, if any, are recorded on the statement of financial position as incurred.

The Company has net assets in Canada and the United States and files corporate tax returns in each. Deferred tax liabilities are estimated for tax that may become payable in the future. Future payments could be materially different from our estimated deferred tax liabilities. We have deferred tax assets related to non-capital losses and other deductible temporary differences. Deferred tax assets are only recognized to the degree that it shelters tax liabilities or when it is probable that we will have enough taxable income in the future to recover them.

## **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](http://www.sedar.com), and the Annual Report on Form 40-F filed on EDGAR at [www.sec.gov/edgar.shtml](http://www.sec.gov/edgar.shtml) and the Prospectus Supplement to the Short Form Base Shelf Prospectus filed on both SEDAR and EDGAR.***

## **Forward Looking Statements**

The consolidated financial statements and management's discussion and analysis contain certain forward-looking statements relating but not limited to the Company's expectations, intentions, plans and beliefs. Forward-looking information can often be identified by forward-looking words such as "anticipate", "believe", "expect", "goal", "plan", "intend", "estimate", "may" and "will" or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. Forward-looking information may include reserve and resource estimates, estimates of future production, unit costs, costs of capital projects and timing of commencement of

operations, and is based on current expectations that involve a number of business risks and uncertainties. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, failure to establish estimated resources and reserves, the grade and recovery of ore which is mined varying from estimates, capital and operating costs varying significantly from estimates, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects and other factors. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from expected results.

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

# **SEABRIDGE GOLD INC.**

## **INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE THREE AND SIX MONTHS ENDED  
JUNE 30, 2016  
(Unaudited)**

### **MANAGEMENT'S COMMENTS ON UNAUDITED INTERIM FINANCIAL STATEMENTS**

The accompanying unaudited interim condensed consolidated financial statements of Seabridge Gold Inc. for the six months ended June 30, 2016 have been prepared by management and approved by the Board of Directors of the Company.

**SEABRIDGE GOLD INC.****Interim Condensed Consolidated Statements of Financial Position**

(Expressed in thousands of Canadian dollars)

(Unaudited)

	Note	June 30, 2016	December 31, 2015
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	4	2,077	990
Short-term deposits	4	22,072	14,540
Amounts receivable and prepaid expenses	5	1,298	565
Investments	6	4,062	4,039
		<b>29,509</b>	20,134
<b>Non-current assets</b>			
Mineral interests	7, 9	304,833	278,798
Reclamation deposits		1,991	1,595
Total non-current assets		<b>306,824</b>	280,393
<b>Total assets</b>		<b>336,333</b>	300,527
<b>Liabilities and shareholders' equity</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities	8	3,584	1,392
Flow-through share premium	9	2,735	981
		<b>6,319</b>	2,373
<b>Non-current liabilities</b>			
Deferred income tax liabilities	13	15,881	14,841
Provision for reclamation liabilities	9, 14	3,563	1,329
Total non-current liabilities		<b>19,444</b>	16,170
<b>Total liabilities</b>		<b>25,763</b>	18,543
<b>Shareholders' equity</b>	9	<b>310,570</b>	281,984
<b>Total liabilities and shareholders' equity</b>		<b>336,333</b>	300,527

Subsequent events (Note 9)

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

**SEABRIDGE GOLD INC.****Interim Condensed Consolidated Statements of Operations and Comprehensive Loss**

(Expressed in thousands of Canadian dollars except common share and per common share amounts)

(Unaudited)

	Note	Three months ended		Six months ended	
		2016	2015	2016	2015
			June 30		June 30
Corporate and administrative expenses	11	(2,305)	(1,939)	(4,721)	(4,420)
Other income - flow-through shares	9	1,071	823	1,585	1,244
Impairment of mineral interests	7	-	-	-	(350)
Impairment of investments	6	-	(535)	(1)	(715)
Other gains on investments	6	96	84	151	162
Interest income		37	36	69	56
Finance expense and other		(5)	(5)	(9)	(10)
Foreign exchange loss		(3)	12	(6)	3
<b>Loss before income taxes</b>		<b>(1,109)</b>	<b>(1,524)</b>	<b>(2,932)</b>	<b>(4,030)</b>
Income tax recovery (expense)	13	(808)	(66)	(1,459)	(34)
<b>Loss for the period</b>		<b>(1,917)</b>	<b>(1,590)</b>	<b>(4,391)</b>	<b>(4,064)</b>
<b>Other comprehensive income (loss), net of income taxes:</b>					
Reclassification of previously deferred gains on available for sale investments		(278)	-	(278)	-
Unrealized gain (loss) on available for sale investments	6	597	(117)	852	106
Total other comprehensive gain (loss)		319	(117)	574	106
<b>Comprehensive loss for the period</b>		<b>(1,598)</b>	<b>(1,707)</b>	<b>(3,817)</b>	<b>(3,958)</b>
<b>Basic and diluted net loss per Common Share</b>		<b>(0.04)</b>	<b>(0.03)</b>	<b>(0.08)</b>	<b>(0.08)</b>
<b>Basic weighted average number of common shares outstanding</b>		<b>52,817,171</b>	<b>50,259,659</b>	<b>52,478,403</b>	<b>49,362,253</b>

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

**SEABRIDGE GOLD INC.**

**Interim Condensed Consolidated Statements of Changes in Shareholders' Equity**

(Expressed in thousands of Canadian dollars except number of shares)

(Unaudited)

	Shares	Share Capital	Stock-based Compensation	Contributed Surplus	Deficit	Accumulated Other Comprehensive Income	Total Equity
As at January 1, 2016	52,139,626	325,624	22,591	22,707	(89,075)	137	281,984
Share issuance	1,695,277	29,852	-	-	-	-	29,852
Share issuance costs	-	(1,584)	-	-	-	-	(1,584)
Stock-based compensation	-	-	1,948	-	-	-	1,948
Stock options and warrants - acquisition of SnipGold	-	-	-	619	-	-	619
Exercised options	100,000	1,532	(384)	-	-	-	1,148
Expired options	-	-	(2,626)	2,626	-	-	-
Deferred tax	-	419	-	-	-	-	419
Other comprehensive gain	-	-	-	-	-	574	574
Net loss for the period	-	-	-	-	(4,391)	-	(4,391)
<b>As at June 30, 2016</b>	<b>53,934,903</b>	<b>355,844</b>	<b>21,529</b>	<b>25,952</b>	<b>(93,466)</b>	<b>711</b>	<b>310,570</b>
As at January 1, 2015	48,438,876	295,545	29,197	15,061	(80,009)	40	259,834
Share issuance	1,637,500	13,704	-	-	-	-	13,704
Share issuance costs	-	(1,011)	-	-	-	-	(1,011)
Stock-based compensation	-	-	1,419	-	-	-	1,419
Shares - RSUs	198,750	1,915	(1,915)	-	-	-	-
Deferred tax	-	266	-	-	-	-	266
Other comprehensive gain	-	-	-	-	-	106	106
Net loss for the period	-	-	-	-	(4,064)	-	(4,064)
As at June 30, 2015	50,275,126	310,419	28,701	15,061	(84,073)	146	270,254

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

**SEABRIDGE GOLD INC.****Interim Condensed Consolidated Statements of Cash Flows**

(Expressed in thousands of Canadian dollars)

(Unaudited)

	<b>Three months ended June 30</b>		<b>Six months ended June 30</b>	
	<b>2016</b>	2015	<b>2016</b>	2015
<b>Operating Activities</b>				
Net loss	<b>(1,917)</b>	(1,590)	<b>(4,391)</b>	(4,064)
Items not affecting cash:				
Impairment of mineral interests	-	-	-	350
Stock-based compensation	<b>974</b>	713	<b>1,948</b>	1,419
Other income - flow-through shares	<b>(1,071)</b>	(823)	<b>(1,585)</b>	(1,244)
Impairment of investments	-	535	<b>1</b>	715
Other gain on investments	<b>(96)</b>	(84)	<b>(150)</b>	(162)
Income tax expense (recovery)	<b>808</b>	66	<b>1,459</b>	34
Finance expense and other	<b>5</b>	5	<b>9</b>	10
Taxes paid	-	-	-	(85)
Changes in non-cash working capital items:				
Amounts receivable and prepaid expenses	<b>(724)</b>	(69)	<b>(664)</b>	228
Accounts payable and accrued liabilities	<b>1,537</b>	816	<b>2,184</b>	(857)
<b>Net cash used in operating activities</b>	<b>(484)</b>	(431)	<b>(1,189)</b>	(3,656)
<b>Investing Activities</b>				
Mineral interests	<b>(6,138)</b>	(5,237)	<b>(9,594)</b>	(7,599)
Acquisition of SnipGold	<b>(1,602)</b>	-	<b>(1,602)</b>	-
Mineral exploration tax credits	-	-	-	4,119
Purchase of short-term deposits	<b>(18,000)</b>	(15,000)	<b>(18,000)</b>	(17,000)
Redemption of short-term deposits	<b>5,994</b>	5,975	<b>10,468</b>	9,489
Cash proceeds from sale of investments	<b>700</b>	73	<b>700</b>	171
<b>Net cash provided by investing activities</b>	<b>(19,046)</b>	(14,189)	<b>(18,028)</b>	(10,820)
<b>Financing Activities</b>				
Issue of share capital (net)	<b>20,304</b>	15,436	<b>20,304</b>	15,362
<b>Net increase in cash and cash equivalents during the period</b>	<b>774</b>	816	<b>1,087</b>	886
<b>Cash and cash equivalents, beginning of the period</b>	<b>1,303</b>	326	<b>990</b>	256
<b>Cash and cash equivalents, end of the period</b>	<b>2,077</b>	1,142	<b>2,077</b>	1,142

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



## **SEABRIDGE GOLD INC.**

### **Notes to the Interim Condensed Consolidated Financial Statements**

For the three and six months ended June 30, 2016 and 2015

#### **1. Reporting entity**

Seabridge Gold Inc. is comprised of Seabridge Gold Inc. ("Seabridge" or the "Company") and its subsidiaries (Seabridge Gold (NWT) Inc., Seabridge Gold Corp. and SnipGold Corp.) 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. Statement of compliance and basis of presentation**

These interim condensed consolidated financial statements were prepared using the same accounting policies and methods as those described in the consolidated financial statements for the year ended December 31, 2015. These interim financial statements are prepared in compliance with International Accounting Standard 34, Interim Financial Reporting (IAS 34). Accordingly, certain information and disclosure normally included in annual financial statements prepared in accordance with International Financial Reporting Standards have been omitted or condensed. These interim condensed consolidated financial statements should be read in conjunction with the consolidated financial statements for the year ended December 31, 2015.

#### **3. New accounting standards recently adopted and not yet adopted**

New standards and amendments to standards adopted in these interim condensed consolidated financial statements are:

IAS 1, Presentation of Financial Statements ("IAS 1") introduced amendments to improve presentation and disclosure in financial statements. The Company adopted these amendments in its financial statements for the annual period beginning on January 1, 2016. The amendments did not have a material impact on the financial statements.

Amendments to IFRS 11, Joint Operations ("IFRS 11") required business combination accounting to be applied to acquisitions of interests in a joint operation that constitute a business. The Company adopted the amendments to IFRS 11 in its financial statements for the annual period beginning on January 1, 2016. The amendments did not have a material impact on the financial statements.

Amendments to IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets stated that revenue-based methods of depreciation cannot be used for property, plant and equipment and the amendments in IAS 38 introduced the supposition that the use of revenue-based amortization methods for intangible assets is inappropriate. The Company adopted the amendments to IAS 16 and IAS 38 in its financial statements for the annual period beginning on January 1, 2016. The amendments did not have a material impact on the financial statements upon adoption.

New standards and amendments to standards that are relevant to the Company and effective for annual periods beginning on or after January 1, 2016, that have not been applied in preparing these interim condensed consolidated financial statements are:

IFRS 9, Financial instruments (“IFRS 9”) introduces new requirements for classification and measurement of financial assets, additional changes to financial liabilities and a new general hedge accounting standard. The mandatory effective date is for annual periods beginning on or after January 1, 2018. Early adoption is permitted and the new standard must be applied retrospectively, with some exceptions. The Company does not expect the standard will have a material impact on the financial statements upon adoption.

IFRS 15, Revenue from contracts with customers (“IFRS 15”) will replace IAS 18 Revenue, IAS 11 Construction contracts, and some revenue-related interpretations. The new standard is effective for annual periods beginning on or after January 1, 2018. Earlier application is permitted. The standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue at either a point in time or over time. The model features a five-step analysis of transactions to determine when and how much revenue should be recognized. New estimates and judgmental thresholds were introduced, which may affect the amount and/or timing of revenue recognized. The Company intends to adopt IFRS 15 in its financial statements for the annual period beginning on January 1, 2018. The Company does not expect the standard will have a material impact on the financial statements upon adoption.

#### 4. Cash and cash equivalents and short-term deposits

(\$000's)	June 30, 2016	December 31, 2015
Cash and cash equivalents	2,077	990
Short-term deposits	22,072	14,540
	<b>24,149</b>	<b>15,530</b>

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.

#### 5. Amounts receivable and prepaid expenses

(\$000's)	June 30, 2016	December 31, 2015
HST	542	249
Prepaid expenses	756	316
	<b>1,298</b>	<b>565</b>

#### 6. Investments

(\$000's)	January 1, 2016	Acquisitions	Dispositions	Gain on Disposition	Gain (loss) of associates	Impairment	Comprehensive gain	June 30, 2016
Available-for-sale investments	2,731	-	(700)	278	-	(1)	574	2,882
Investment in associate	1,308	-	-	-	(128)	-	-	1,180
	<b>4,039</b>	<b>-</b>	<b>(700)</b>	<b>278</b>	<b>(128)</b>	<b>(1)</b>	<b>574</b>	<b>4,062</b>

(\$000's)	January 1, 2015	Acquisitions	Dispositions	Gain on Disposition	Gain (loss) of associates	Impairment	Comprehensive gain	December 31, 2015
Available-for-sale investments	3,246	-	(294)	28	-	(346)	97	2,731
Investment in associate	1,651	-	-	-	202	(545)	-	1,308
	<b>4,897</b>	<b>-</b>	<b>(294)</b>	<b>28</b>	<b>202</b>	<b>(891)</b>	<b>97</b>	<b>4,039</b>

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 available-for-sale financial assets are recorded at fair value of \$2.9 million (December 31, 2015 - \$2.7 million) on the statements of financial position. In the six months ended June 30, 2016, the Company disposed of a portion of its holdings in one of these investments with a carrying value of \$0.5 million and recorded a gain of \$0.3 million on its available-for-sale investments (June 30, 2015 - \$0.2 million gain) to the statement of operations and comprehensive loss.

The Company holds one investment in an associate that is accounted for on the equity basis. During the six months ended June 30, 2016, the Company recorded its proportionate share of the net loss of the associate of \$128,000 (June 30, 2015 – \$141,000 gain) within other gains on investments on the statement of operations and comprehensive income.

## 7. Mineral Interests

Mineral interest expenditures on projects are considered as exploration and evaluation and their related costs consist of the following:

(\$000's)	Balance, January 1, 2016	Expenditures / Acquisitions 2016	Impairment 2016	Balance, June 30, 2016
KSM	209,929	9,243	-	219,172
Courageous Lake	68,098	244	-	68,342
Iskut	-	16,548	-	16,548
Grassy Mountain	771	-	-	771
	<b>278,798</b>	<b>26,035</b>	<b>-</b>	<b>304,833</b>

(\$000's)	Balance, January 1, 2015	Expenditures 2015	Impairment 2015	Balance, December 31, 2015
KSM	191,929	18,000	-	209,929
Courageous Lake	67,471	627	-	68,098
Nevada Projects	350	-	(350)	-
Grassy Mountain	771	-	-	771
	<b>260,521</b>	<b>18,627</b>	<b>(350)</b>	<b>278,798</b>

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

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

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

In 2002, the Company optioned the KSM property to Noranda Inc. (which subsequently became Falconbridge Limited and then Xstrata plc.- now Glencore plc) which could earn up to a 65% interest by incurring exploration expenditures and funding the cost of a feasibility study. In April 2006, the Company reacquired the exploration rights to the KSM property from Falconbridge. On closing of the formal agreement in August 2006, the Company issued Falconbridge 200,000 common shares of the Company with a deemed value of \$3,140,000 excluding share issue costs. The Company also issued 2 million warrants to purchase common shares of the Company with an exercise price of \$13.50 each. The 2,000,000 warrants were exercised in 2007 and proceeds of \$27,000,000 were received by the Company.

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

The purchase agreement closed in September 2009, with the payment of \$1 million in cash, the issuance of 75,000 shares valued at \$2,442,750 and the payment of the first year's \$100,000 advance royalty.

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

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 2014, approval of an environmental assessment application, submitted to provincial and federal regulators in 2013 was obtained. Also in 2014, the Company applied for \$4.1 million of refundable provincial tax credits related to exploration expenditures incurred in 2011 at KSM and the recovery was credited to mineral properties and a corresponding receivable was recognized on the December 31, 2014 statement of financial position. In 2015 the Company collected the funds.

In 2015, \$18 million of expenditures were incurred on the KSM project and in the six months ended June 30, 2016, \$9.2 million of expenditures were incurred.

**b) Courageous Lake**

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

In 2004, an additional property was optioned in the area. Under the terms of the agreement, the Company paid \$50,000 on closing and was required to make option payments of \$50,000 on each of the first two anniversary dates and subsequently \$100,000 per year up to a total of \$1,250,000. The Company has made \$950,000 in payments and is committed to make three additional annual payments until 2017. The property may be purchased outright at any time with the accelerated payment of the remaining balance.

In 2015, the Company incurred \$0.6 million of exploration and other costs completing a limited exploration program while the Company continued its primary focus on exploration programs at KSM. Costs incurred in the first six months of 2016 were \$244,000.

**c) Iskut**

On June 21, 2016, the Company purchased a 100% of the common shares of SnipGold Corp. and its Iskut Project. The Iskut Project is located in northwestern British Columbia. A preliminary economic assessment, on a portion of the Iskut Project, was completed in 2010 by SnipGold. On the acquisition date, the Company issued 695,277 common shares, 54,968 stock options and 1,587 warrants with a combined fair value of \$13.1 million. The Company also incurred \$1.7 million of acquisition costs. Based on the relative fair values of the net assets acquired, \$16.4 million was attributed to the Iskut Project. In the current quarter, the Company commenced an exploration program at Iskut spending approximately \$0.1 million on the project. A full description of the allocation of acquisition costs of SnipGold is contained in note 9.

d) **Grassy Mountain**

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

In April 2011, the Company announced that an agreement had been reached to option the Grassy Mountain project to Calico Resources Corp. ("Calico") which was subsequently amended in 2013. In the original agreement, in order to exercise the option, Calico was to issue to the Company (i) two million of its common shares following TSX Venture Exchange approval; (ii) four million of its common shares at the first anniversary, and (iii) eight million of its shares when the project has received the principal mining and environmental permits necessary for the construction and operation of a mine. The Company received the first two million common shares of Calico in 2011 and a value of \$740,000 was recorded as a reduction to the carrying value of the mineral properties. In February 2013, the agreement was amended to allow for an accelerated exercise of the option and Calico issued 6,433,000 common shares and 4,567,000 special warrants to acquire a 100% interest in the Grassy Mountain project. Each special warrant was exercisable to acquire one common share of Calico for no additional consideration. The fair value of the shares and special warrants reduced the carrying value of the mineral properties at the time of receipt of the securities. During 2013 and 2014, the Company elected to convert all of the special warrants into common shares.

In addition to the shares and special warrants received as consideration, after the delivery of a National Instrument 43-101 compliant feasibility study on the project, Calico must either grant the Company a 10% net profits interest or pay the Company \$10 million in cash, at the sole election of the Company. Following the de-recognition of the Grassy Mountain net assets, in 2013, a value of \$771,000 has been retained within mineral properties.

e) **Nevada Projects**

In 2014 and 2015, the Company was notified that the options to purchase three Nevada based projects would be discontinued. The Company decided not to continue to carry the maintenance costs of these claims and determined that the recoverability of the carrying costs was impaired and fully charged the statement of operations for the capitalized costs at the time of notification. By December 31, 2015, the Company had impaired all the carrying costs of the Nevada projects.

f) **Other mineral properties**

(i) Red Mountain

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

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

In 2014, the Company entered into an agreement with IDM Mining ("IDM") to option the Red Mountain Project. In order to exercise its option, IDM paid the Company \$1 million in 2014 and another \$1 million in 2015. IDM also issued to the

Company 4,955,500 common shares, the fair value of which was \$1.5 million, and was recorded in investments on the statement of financial position. IDM is also obligated to spend \$7.5 million on the Red Mountain Project over a three year period. At the time of the receipt of the cash and shares mentioned above, there was no carrying value recorded for Red Mountain, as all historical acquisition and exploration costs had been fully recovered through option payments and other recoveries and as such, the \$1 million received in 2015 and the combined value of the cash and shares of \$2.5 million received in 2014 has been recorded on the statement of operations and comprehensive loss as a gain on the disposition of mineral properties in the respective years.

Upon commencing commercial production IDM must pay the Company an additional \$1.5 million and either an additional \$4 million or sell to the Company up to 50,000 ounces of gold at a pre-determined price.

(ii) Quartz Mountain

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

In 2011, subject to an agreement between the Company and Orsa Ventures Corp. ("Orsa") the Company granted Orsa the exclusive option to earn a 100% interest in the Quartz Mountain gold property and all of Seabridge's undivided 50% beneficial joint venture interest in an adjacent peripheral property. The agreement stipulated that Orsa would pay the Company \$0.5 million on or before the fifth day following regulatory approval of the option agreement and make staged payments of \$5 million in cash or common shares of Orsa, at the discretion of the Company. In 2013, Alamos Gold Inc. ("Alamos") acquired Orsa and its option to acquire Quartz Mountain and the Company received the next staged payment of \$2 million from Alamos. There is no carrying value recorded for Quartz Mountain as all historical acquisition and exploration costs have been fully recovered through option payments and other recoveries.

Upon the completion of a feasibility study, Alamos must pay the Company \$3 million and either an additional \$15 million or provide a 2% net smelter return royalty on production at Quartz Mountain, at the option of the Company.

**8. Accounts payable and accrued liabilities**

<i>(\$000's)</i>	<b>June 30, 2016</b>	December 31, 2015
Trade payables	<b>3,292</b>	1,104
Trade and other payables due to related parties	<b>92</b>	88
Non-trade payables and accrued expenses	<b>200</b>	200
	<b>3,584</b>	1,392

**9. Shareholders' equity**

<i>(\$000's)</i>	<b>June 30, 2016</b>	December 31, 2015
Share capital	<b>355,844</b>	325,624
Stock based compensation	<b>21,529</b>	22,591
Contributed surplus	<b>25,952</b>	22,707
Deficit	<b>(93,466)</b>	(89,075)
Accumulated other comprehensive income	<b>711</b>	137
	<b>310,570</b>	281,984

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 June 30, 2016 and December 31, 2015.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties that would be accretive and meaningful to the Company. The Company is not subject to externally imposed capital requirements.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the current three and six month periods or in the year ended December 31, 2015. The Company considers its capital to be share capital, stock based compensation, contributed surplus and deficit.

On April 29, 2016, the Company issued 500,000 common shares at a price of C\$17.40 per common share for aggregate gross proceeds of \$8.7 million. Share issuance costs of \$0.8 million were incurred in relation to the offering and have been included in equity.

On May 19, 2016, the Company issued 500,000 flow-through common shares at a price of \$24.08 per flow-through share closed for aggregate gross proceeds of \$12.0 million. The purchase price represented a 38% premium over the market price of the Company's shares on that date. Share issuance costs of \$0.7 million were incurred in relation to the offering and have been included in equity. The Company has committed to renounce its ability to deduct qualifying exploration expenditures for the equivalent value of the gross proceeds of the financings and transfer the deductibility to the purchasers of the flow-through shares. The effective date of the renouncement will be December 31, 2016. The \$3.3 million premium has been recognized as a liability on the statement of financial position and the balance has been recorded as share capital. At each reporting period, and as qualifying expenditures are incurred, the liability is reduced on a proportionate basis and income is recognized on the statement of operations and comprehensive income. In the period May 20, 2016 to June 30, 2016, \$0.6 million of the premium was recognized through other income on the statement of operations and comprehensive income for the proportionate amount of qualifying expenditures made relative to the \$12.0 million commitment. Based on qualifying expenditures made the remaining spending commitment is \$9.9 million.

On June 21, 2016 the Company acquired all of the issued and outstanding common shares of SnipGold Corp. ("SnipGold") by way of a statutory plan of arrangement under the Business Corporations Act (British Columbia). Pursuant to the arrangement agreement, holders of SnipGold common shares received 1/63rd of a common share of the Company in exchange for 1 SnipGold common share held. 695,277 common shares of the Company were issued to existing SnipGold shareholders. The Company also issued 54,968 stock options and 1,587 warrants to existing SnipGold holders of similar securities. The fair value of the shares, stock options and warrants was \$13.1 million. The Company also incurred \$1.6 million of acquisition costs (net of cash and cash equivalent acquired of \$0.1 million). The total purchase price of \$14.8 million has been allocated to the assets acquired and the liabilities assumed based on the fair value of the total consideration at the closing date of the acquisition. All financial assets acquired and financial liabilities assumed were recorded at fair value.

<b>Assets acquired an liabilities assumed (\$000's)</b>	
Current assets	<b>566</b>
Mineral interests	<b>16,441</b>
Current liabilities	<b>(8)</b>
Provision for reclamation liabilities	<b>(2,224)</b>
	<b>14,775</b>
<hr/>	
<b>Consideration paid (\$000's)</b>	
Share issuance	<b>12,452</b>
Options and warrants	<b>619</b>
Acquisition costs	<b>1,704</b>
	<b>14,775</b>

On October 30, 2015, the Company issued 1,800,000 common shares of the Company, through a non-brokered private placement, at a price of \$8.10 per share raising gross proceeds of \$14.6 million.

On April 7, 2015 the Company issued 1,610,000 flow-through common shares, at \$10.17 per share, raising gross proceeds of \$16.4 million. The purchase price represented a 22% premium over the market price of the Company's shares on that date. Share issuance costs of \$1.0 million were incurred in relation to the offering and have been included in equity. The Company has committed to renounce its ability to deduct qualifying exploration expenditures for the equivalent value of the gross proceeds of the financings and transfer the deductibility to the purchasers of the flow-through shares. The effective date of the renouncement is December 31, 2015. The \$2.9 million premium has been recognized as a liability on the statement of financial position and the balance was recorded as share capital. At each reporting period, and as qualifying expenditures are incurred, the liability is reduced on a proportionate basis and income is recognized on the statement of operations and comprehensive income. In the period April 8, 2015 to December 31, 2015, \$2.0 million of the premium was recognized through other income on the statement of operations and comprehensive income for the proportionate amount of qualifying expenditures made relative to the \$16.4 million commitment. Based on qualifying expenditures made in 2016 the Company has fulfilled the commitment and the remaining \$0.9 million has been recognized through other income on the statement of operations and comprehensive income.

The Company provides compensation to directors and employees in the form of stock options and a restricted share units ("RSU"), plan.

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. The life of the RSU is not to exceed two years.

Stock option and RSU transactions were as follows:



	Options	Weighted Average Exercise Price (\$)	Amortized Value of options (\$000's)	RSUs	Amortized Value of RSUs (\$000's)	Stock-based Compensation (\$000's)
<b>Outstanding January 1, 2016</b>	3,585,000	14.15	21,602	183,250	989	22,591
Granted	204,968	17.70	1,089	-	-	1,089
Exercised	(100,000)	11.48	(384)	-	-	(384)
Expired	(175,000)	27.36	(2,626)	-	-	(2,626)
Amortized value of stock based compensation granted in prior years	-	-	896	-	582	1,478
<b>Outstanding June 30, 2016</b>	3,514,968	13.77	20,577	183,250	1,571	22,148
<b>Exercisable at June 30, 2016</b>	2,726,634			-		

	Options	Weighted Average Exercise Price (\$)	Amortized Value of options (\$000's)	RSUs	Amortized Value of RSUs (\$000's)	Stock-based Compensation (\$000's)
<b>Outstanding January 1, 2015</b>	3,240,000	17.62	27,427	355,000	1,770	29,197
Granted	475,000	9.00	372	-	-	372
Exercised option or vested RSU	-	-	-	(198,750)	(1,915)	(1,915)
Cancelled	-	-	-	-	-	-
Expired	-	-	-	(2,500)	(24)	(24)
Amortized value of stock based compensation granted in prior years	-	-	122	-	949	1,071
<b>Outstanding June 30, 2015</b>	3,715,000	16.52	27,921	153,750	780	28,701
<b>Exercisable at June 30, 2015</b>	3,140,000			-		

The outstanding share options at June 30, 2016 expire at various dates between December 2016 and May 2021. A summary of options outstanding, their remaining life and exercise prices as at June 30, 2016 is as follows:

Exercise price	Options Outstanding		Options Exercisable	
	Number outstanding	Remaining contractual life	Number Exercisable	
\$21.98	545,000	5 months	545,000	
\$21.54	10,000	8 months	10,000	
\$14.70	100,000	1 year	100,000	
\$17.32	180,000	1 years 2 months	180,000	
\$17.52	155,000	1 years 5 months	155,000	
\$12.60	655,000	1 years 8 months	655,000	
\$12.91	100,000	1 years 11 months	100,000	
\$8.00	50,000	2 years 6 months	50,000	
\$10.36	650,000	2 years 9 months	650,000	
\$9.72	50,000	3 years	50,000	
\$9.00	450,000	3 years 10 months	-	
\$11.13	365,000	4 years 6 months	143,333	
\$13.52	100,000	4 years 9 months	33,333	
\$17.16	50,000	4 year 11 months	-	
\$6.30 - \$170.10	54,968	1 month to 4 years 9 months	54,968	
	<b>3,514,968</b>		<b>2,726,634</b>	

In the first six months of 2016, 175,000 options expired and 150,000 options were granted to director and officer of the Company. The fair values of the granted options of \$1.1 million are being amortized over the estimated service period of 5 years.

Subsequent to the quarter ended June 30, 2016, 203,644 stock options were exercised and 5,562 options expired.

In December 2015, 365,000 five-year options, with an exercise price of \$11.13, to purchase common shares of the Company were granted to members of management. These options had a fair value of \$2 million. Of the total granted, 235,000 options vest over a two year period. Of the remaining 130,000 options, one half of them vested on December 31, 2015 and the second half will vest upon the Company entering into a major transaction on one of the Company's two core assets.

In April 2015, 475,000 five-year options to purchase common shares of the Company, with a fair value of \$1.4 million, were granted to members of the Board of Directors. These options have an exercise price of \$9.00 and were subject to shareholder approval which was obtained in June 2015. Vesting of these options is subject to the Company entering into a major transaction on one of the Company's two core assets. The fair value of these options is being amortized over the service life of the options.

The fair value of the options granted that vest over time is estimated on the dates of grant using a Black Scholes option-pricing model with the following assumptions:

	2016	2015
Dividend yield	Nil	Nil
Expected volatility	57-60%	51-57%
Risk free rate of return	0.7%	0.7%-1%
Expected life of options	5 years	5 years

In 2015, the Board granted 94,000 RSUs to members of management. The fair value of the grants, of \$1.0 million, was estimated as at the grant date and is being amortized over the expected service period of the grants. The expected service periods vary from one to nine months from the date of the grant depending on certain corporate objectives being met. In 2015, 263,250 RSUs vested and were exchanged for common shares of the Company.

#### 10. 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 financial assets and liabilities as at June 30, 2016 and December 31, 2015 are cash and cash equivalents, short-term deposits, amounts receivable, available-for-sale investments, and accounts payable and accrued liabilities. Other than investments, the carrying values approximate their fair values due to the immediate or short-term

maturity of these financial instruments and are classified as a Level 2 measurement. The Company's available-for-sale investments are measured at fair value based on quoted market prices and are classified as a level 1 measurement. 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, and receivables included in amounts receivable and prepaid expenses. The Company has no significant concentration of credit risk arising from operations. Short-term deposits consist of Canadian Schedule I bank guaranteed notes, with terms up to one year but are cashable in whole or in part with interest at any time to maturity, for which management believes the risk of loss to be remote. 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 June 30, 2016, the Company had an aggregate cash and cash equivalents and short-term deposits balance of \$24.1 million (December 31, 2015 - \$15.5 million) for settlement of current liabilities of \$3.6 million, excluding the flow-through share premium. The Company is committed to spend \$9.9 million on qualifying exploration expenditures in fulfillment of the May 19, 2016 flow-through financing. The short-term deposits are various guaranteed accounts and are redeemable, in whole or in part, with interest at any time. All of the Company's current financial liabilities 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.

#### *Market Risk*

##### *(a) Interest Rate Risk*

The Company has no interest-bearing debt. The Company's current policy is to invest excess cash in Canadian bank guaranteed notes (short-term deposits). The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. The short-term deposits can be cashed in at any time and can be reinvested if interest rates rise.

##### *(b) Foreign Currency Risk*

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian and US dollars. The Company funds certain operations, exploration and administrative expenses in the United States on a cash call basis using US dollar currency converted from its Canadian dollar bank accounts held in Canada. Management believes the foreign exchange risk derived from currency conversions is not significant to its operations and therefore does not hedge its foreign exchange risk. As at June 30, 2016 the Company had no foreign currency denominated financial instruments.

##### *(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. In addition, the Company holds \$2.5 million in a gold exchange traded receipt that is recorded on the statement 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.

## 11. Corporate and administrative expenses

(\$000's)	Three months ended June 30		Six months ended June 30	
	2016	2015	2016	2015
Employee compensation	678	667	1,402	1,782
Stock-based compensation	974	713	1,948	1,419
Professional fees	186	232	401	399
General and administrative	467	327	970	820
	<b>2,305</b>	1,939	<b>4,721</b>	4,420

## 12. Related party disclosures

During the six months ended June 30, 2016, a private company controlled by an officer was paid \$96,000 (June 30, 2015 - \$71,000) for legal services rendered. 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.

## 13. Income taxes

The Company recognized income tax expense of \$1.5 million (2015 - \$34,000) reflecting the increase in deferred tax liabilities arising from exploration expenditures, which are capitalized for accounting purposes but are renounced for tax purposes. The renounced expenditures relate to two flow-through share issuances in 2015 and 2016. The tax expense is partially offset by the loss in the current six month period. In the three months ended June 30, 2016, the Company recognized income tax expense of \$0.8 million (2015 - \$66,000) reflecting the current quarter's capitalized versus renounced treatment of exploration expenditures. The tax expense is partially offset by the loss in the current three month period.

## 14. Provision for reclamation liabilities

(\$000's)	June 30, 2016	December 31, 2015
Beginning of the year	1,329	1,349
Acquisition of SnipGold (note 9)	2,224	-
Accretion	10	18
Current year adjustment	-	(38)
End of the period	<b>3,563</b>	1,329