SEABRIDGE GOLD INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED
MARCH 31, 2017

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 months ended March 31, 2017 and 2016. This report is dated May 11, 2017 and should be read in conjunction with the audited consolidated financial statements for the years ended December 31, 2016 and 2015, the Company's Annual Information Form filed on SEDAR at www.sedar.com, and the Annual Report on Form 40-F filed on EDGAR at www.sec.gov/edgar.shtml. Other corporate documents are also available on SEDAR and EDGAR as well as the Company's website www.seabridgegold.net. As the Company has no operating project at this time, its ability to carry out its business plan rests with its ability to sell projects or to secure equity and other financings. All amounts contained in this document are stated in Canadian dollars unless otherwise disclosed.

The interim condensed consolidated financial statements for the three months ended March 31, 2017 and the comparative period ended March 31, 2016 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 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, and in 2016, the Company acquired 100% of the common shares of SnipGold Corp. ("SnipGold") and its 100% owned Iskut Project in British Columbia. Seabridge's common shares trade in Canada on the Toronto Stock Exchange under the symbol "SEA" and in the United States on the New York Stock Exchange under the symbol "SA".

Results of Operations

The Company incurred a $1.8 million net loss for the three months ended March 31, 2017 or $0.03 per share compared to a net loss of $2.5 million or $0.05 per share for the comparative period ended March 31, 2016.

Corporate and administrative expenses, including stock-based compensation, were the most significant items contributing to losses in the current quarter ended March 31, 2017 and the comparative period for 2016. Offsetting expenses in both periods were gains recorded on the Company's investments and the disposition of mineral interests and the recognition of other income relating to flow-through share premiums. These items are discussed further below.

For the three months ended March 31 2017, corporate and administrative expenses increased to $3.7 million from $2.4 million in 2016, representing a 55% increase. The increase was due to both stock-based compensation and cash compensation. Stock-based compensation increased to $2.1 million from $1.0 million in the comparable quarter. The current quarter the expense of $2.1 million was largely a result of the grant date fair value of stock options ($1.3 million) with the remainder related to the grant date fair value restricted share units. The increase is mainly due to the effect of expensing the grant date fair value of 890,833 options granted at the end of 2016 over, what has been estimated to be, a relatively short service period of 11 months. Cash compensation also increased by 16% from $0.7 million in the first quarter 2016, to $0.8 million in the current quarter reflecting bonus compensation earned in the current quarter by certain senior management personnel that was based on the attainment of corporate objectives. Corporate, non-project related staffing levels remained consistent between the fiscal years. Cash compensation is not expected to vary significantly from current levels as no significant additions to staffing levels are anticipated. Stock-based compensation however, is expected to increase throughout 2017 as the remaining grant date fair value of stock options granted in 2016 is amortized over the estimated vesting period.

The Company's stock-based compensation expenses related to stock options and restricted share units are illustrated on the following tables:

Options granted (000's except number of options and exercise prices)	Number of options	Exercise price ($)	Grant date fair value ($000's)	Expensed prior to 2015 ($000's)	Expensed in 2015 ($000's)	Expensed in 2016 ($000's)	Expensed in 2017 ($000's)	Remaining balance to be expensed ($000's)
March 3, 2013	705,000	12.60	2,577	2,561	16	-	-	-
June 5, 2013	100,000	12.91	724	618	106	-	-	-
April 27, 2015	475,000	9.00	1,414	-	895	519	-	-
December 21, 2015	365,000	11.13	1,959	-	803	953	52	151
March 24, 2016	100,000	13.52	684	-	-	493	79	112
May 13, 2016	50,000	17.16	499	-	-	499	-	-
August 11, 2016	50,000	17.14	438	-	-	114	72	252
December 19, 2016	890,833	10.45	4,860	-	-	149	1,115	3,596
					1,820	2,727	1,318	4,111

RSUs granted (000's except number of RSUs)	Number of RSUs	Grant date fair value ($000's)	Expensed prior to 2015 ($000's)	Cancelled in 2015 ($000's)	Expensed in 2015 ($000's)	Expensed in 2016 ($000's)	Expensed in 2017 ($000's)	Remaining balance to be expensed ($000's)
December 19, 2013	235,000	2,267	2,167	(24)	124	-	-	-
December 9, 2014	272,500	2,624	1,099	-	1,184	341	-	-
December 31, 2015	94,000	1,046	-	-	542	504	-	-
December 19, 2016	125,500	1,311	-	-	-	98	763	450
			3,266	(24)	1,850	943	763	450

Other corporate and administrative costs increased marginally over the comparative quarter as the Company continued to source a joint venture partner for KSM. Professional fees paid to advisors increased 18% and general and administrative costs increased 14%, from $0.5 million to $0.6 million. It is anticipated that corporate and administrative expenses overall are to remain comparable to current levels.

In the current quarter, the Company disposed of its leasehold interest in the Castle Black Rock project and received 1,500,000 common shares of Columbus Gold Corp., with a fair value of $1.4 million as payment. All historical costs related to Castle Black Rock had been recovered or impaired in prior years and there was no carrying value recorded for the project at the time of receipt of the payment. The fair value of the common shares received has been recorded first as a reversal of previous impairments to the project and the remainder as a gain on the disposition of mineral interests on the statement of operations and comprehensive loss. The Company did not dispose of any mineral interests in the first quarter of 2016.

The Company holds investments in 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 on the statements of financial position. In the current quarter, the Company recognized a $0.7 million (2016 - $54,000) net gain on investments it holds. The gain is derived from the recognition of a gain on the disposition of one investment with a marginal net loss recorded on an investment in an associate, accounted for on the equity basis.

The Company recognized $0.5 million of other income in the first quarter of 2016 related to the recovery of flow-through share premium recorded on a financing completed in May 2016. Based on qualifying expenditures made in the first quarter of 2016, $0.5 million of the premium was recorded as income in that quarter. No similar income was recorded in the current quarter.

In the current quarter, the Company recognized income tax expense of $0.2 million (2016 - $0.7 million) related to current tax arising from the sale of non-core mineral interests, net with a deferred tax recovery arising from the loss in the current quarter.

Quarterly Information

Selected financial information for the last eight quarters ending March 31, 2017 is as follows:
(unaudited)

Quarterly operating results ($000's)	1st Quarter Ended March 31, 2017	4th Quarter Ended December 31, 2016	3rd Quarter Ended September 30, 2016	2nd Quarter Ended June 30, 2016
Revenue	-	-	-	-
Loss for period	(1,831)	(2,898)	(300)	(1,917)
Basic loss per share	(0.03)	(0.05)	(0.01)	(0.04)
Diluted loss per share	(0.03)	(0.05)	(0.01)	(0.04)

Quarterly operating results ($000's)	1st Quarter Ended March 31, 2016	4th Quarter Ended December 31, 2015	3rd Quarter Ended September 30, 2015	2nd Quarter Ended June 30, 2015
Revenue	-	-	-	-
Loss for period	(2,474)	(2,373)	(2,629)	(1,590)
Basic loss per share	(0.05)	(0.05)	(0.05)	(0.03)
Diluted loss per share	(0.05)	(0.05)	(0.05)	(0.03)

The current quarter is comparable to the previous seven quarters in 2016 and 2015 as the majority of the current and comparable losses comprised of administrative expenses offset by varying income related to the flow through share premiums. In the third quarter of 2016, the Company recorded $2.7 million of other income related to flow-through shares versus approximately $1.6 million in the first two quarters and nil in the fourth quarter.

Significant activities in the first quarter of 2017 included finalizing and filing the updated Deep Kerr resource statement and planning of the 2017 exploration and drilling programs at KSM and Iskut projects.

Mineral Interest Activities

During the current quarter the Company added an aggregate of $2.4 million to mineral interests. Expenditures were made on the Company's two main exploration projects, KSM and Courageous Lake as well as the Iskut project purchased in mid-2016.

At the KSM Project, the Company incurred $1.6 million of costs in the first quarter of 2017 while reporting the updated mineral resource estimate for Deep Kerr and while planning and preparing for the 2017 exploration and drilling program. The resource update represented an increase of 3.0 million ounces of gold and 2.1 billion pounds of copper over the previous estimate. The new inferred resource totals 1.92 billion tonnes grading 0.41% copper and 0.31 g/T gold (containing 19.0 million ounces of gold and 17.3 billion pounds of copper) constrained by conceptual block cave shapes. The 2016 exploration program confirmed continuity of mineralization in Deep Kerr over considerable distances south of the existing resource. The program also found the down plunge extension of Iron Cap's higher grade core and discovered a previously unknown deposit with initial gold and copper grades among the best found to date at KSM. The discovery was evaluated in the current quarter and formed the basis for a plan for additional drilling in the second and third quarters of 2017.

In the first quarter of 2017, the Company incurred $0.3 million of costs at Courageous Lake (2016 - $0.1 million) completing a relatively small geophysical survey and costs to maintain the project in good standing. Limited resources have been allocated to the project in recent years as the Company focused on advancing KSM and, late in 2016 and planned for 2017, completing the exploration program at Iskut.

The Company incurred $0.4 million of costs in the first quarter of 2017 at its Iskut project evaluating the results of the 2016 multi-pronged exploration program and based on that evaluation, planning for the follow-up 2017 program. The 2016 evaluation resulted in the Company reporting that it had identified a prospective new porphyry copper-gold system with a potentially intact epithermal precious metals zone at its top and this formed the basis for the planned follow up program for 2017.

Liquidity and Capital Resources

The Company’s working capital position, at March 31, 2017, was $6.3 million, down from $7.3 million at December 31, 2016. Cash and short-term deposits at March 31, 2017 totaled $3.6 million versus $7.8 million at December 31, 2016. Cash resources have decreased since the 2016 year-end as the Company incurred corporate and administrative costs and exploration and evaluation costs for KSM and Iskut. During the current quarter, $1.0 million was received upon the exercise of 75,984 options and $0.9 million was received upon the disposition of investments.

Subsequent to the quarter end, the Company closed two financings for gross proceeds of $37.7 million. The first financing was a public offering of 1,100,000 common shares at a price of $14.30 per common share raising gross proceeds of $15.7 million. The second was a financing whereby a syndicate of underwriters purchased 1,100,000 flow-through common shares at a price of $20.00 per flow-through common share for gross proceeds of $22 million.

During the current quarter, operating activities, including working capital adjustments, used $3.7 million compared to $0.7 million used by operating activities in the comparable quarter in 2016. The increase was largely due to the $1.8 million payment made to Canadian tax authorities while filing the objection to an assessment further described below. Operating activities in the near-term are not expected to deviate significantly from current levels. As mentioned above, expenditures on mineral interest activity amounted to $2.4 million and were below levels incurred in the comparable first quarter of 2016 when the Company was working on the updated PFS and imbedded PEA for KSM. It is anticipated that mineral interest spending will increase significantly in the next two quarters as the Company is fully engaged in the exploration programs at KSM and Iskut.

In 2014 and 2015, the Company received $8.5 million related to the application for refund under the British Columbia Mineral Exploration Tax Credit program, for spending in 2010 and 2011. In 2016 the Company was informed that, upon completion of an audit of the expenditures related to the application by tax authorities, a portion has been categorized as not applicable to the recovery program and a $3.6 million re-assessment was delivered to the Company. In the current quarter, the Company filed an objection to the categorization of these costs and paid $1.8 million, required by tax authorities while the objection is being reviewed. It is anticipated that the objection will be reviewed at the end of 2017 or early 2018. The balance of the re-assessment is recorded within accounts payable and accrued liabilities on the statement of financial position as at March 31, 2017.

The Company will continue its objective of advancing its major gold projects, KSM and Courageous Lake, and to further explore the Iskut project, to either sell or enter into joint venture arrangements with major mining companies. The Company also continues to dispose of certain non-core mineral interest assets in Canada and the USA as well as various investments deemed no longer strategic to the Company.

Outlook and subsequent event

In the current quarter, the Company announced that it has entered into a letter of intent setting forth the terms under which it has agreed to purchase a private company owned by Paulson Gold Holdings, LP ("Paulson") that holds a 100% interest in the Snowstorm Project. The Snowstorm Project consists of 31 square miles of land comprised of 700 mining claims and 5,800 acres of fee lands strategically located at the projected intersection of three of the most important gold trends in Northern Nevada: the Carlin Trend, the Getchell Trend and the Northern Nevada Rift Zone. The transaction currently contemplates that the Company will pay (i) 700,000 common shares; (ii) 500,000 common share purchase warrants exercisable for four years at $15.65 per share; (iii) a conditional cash payment of US$2.5 million if exploration activities at Snowstorm result in defining a minimum of five million ounces of gold resources compliant with National Instrument 43-101; and (iv) a further cash payment of US$5.0 million on the delineation of an additional five million ounces of gold resources. The letter of intent is non-binding and closing of the transaction is subject to completion of further review of the private company and receipt of stock exchange approvals. Should the transaction be completed, preliminary exploration work will be conducted on the project in the second to fourth quarters of 2017.

The Company commenced its planned exploration programs at KSM and Iskut subsequent to the quarter end and work will be carried out throughout the second, third and fourth quarters of 2017.

At KSM exploration will concentrate on advancing the Iron Cap deposit. Drilling in 2016 confirmed the potential to extend the Lower Iron Cap deposit down plunge and encountered a new blind target with high grade gold and copper. The exploration plan for 2017 is to fill-out the down plunge extension of Lower Iron Cap and define the blind discovery.

At Iskut, plans for the second to fourth quarters of 2017 are to evaluate a target identified in 2016 that may be indicative of an intermediate to high sulfidation epithermal occurrence associated with a copper-gold porphyry intrusion and continue to refine targets throughout the project.

A ground geophysical survey over a limited area of the Courageous Lake project geophysical survey was deployed in the current quarter at Courageous Lake. The survey will be evaluated and assessed in the second and third quarters but limited additional work will be carried out in the coming quarters as the Company focuses on KSM, Iskut and prospectively Snowstorm projects.

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 March 31, 2017 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 March 31, 2017, management has concluded that the Company's internal controls and procedures are appropriately designed and operating effectively.

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 beginning on January 1, 2017 and ended on March 31, 2017 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 March 31, 2017, that they are appropriately designed and effective.

Limitations of controls and procedures

The Company's management, including the President and 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 May 11, 2017, the issued and outstanding common shares of the Company totaled 56,667,118. In addition, there were 3,558,509 stock options, 62,750 RSUs outstanding. Assuming the conversion of all of these instruments outstanding, there would be 60,288,377 common shares issued and outstanding.

Related Party Transactions

During the three months ended March 31, 2017, other than compensation paid to key management personnel, a private company controlled by an officer was paid $50,100 (2016 -$48,000) 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 and interpretations that are relevant to the Company and effective for annual periods beginning on or after January 1, 2018, that have not been applied in preparing the March 31, 2017 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. The Company plans to apply IFRS 9 on the effective date. The Company does not expect any reclassification and measurement of financial instruments will have a material impact on the financial statements upon adoption and the Company expects the revised approach to hedge accounting to have no effect on the financial statements.

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. 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. Given the Company is in the exploration stage, and has no source of revenue, the Company does not expect the standard will have a material impact on the financial statements upon adoption.

IFRS 16, Leases ("IFRS 16") will replace IAS 17 Leases. The new standard requires lessees to recognize assets and liabilities for most leases. Application of the standard is mandatory for annual reporting periods beginning on or after January 1, 2019, with earlier application permitted, provided the new revenue standard, IFRS 15 has been applied or is applied at the same date as IFRS 16. The Company plans to apply IFRS 16 on the effective date. The Company does not expect the standard will have a material impact on the financial statements. The Company will evaluate the impact of the changes to its financial statements based on the characteristics of any leases in place before and at the time of adoption.

IFRS 2 Share-based payments amendments ("Amendments to IFRS 2"). The Amendments to IFRS 2 clarify the classification and measurement of share-based payments for cash-settled share-based payment transactions or for share-based payment transactions with net settlement features for withholding tax obligations or for any modifications to the terms and conditions of a share-based payment transaction that changes its classification from cash-settled to equity-settled. The effective date of the amendments is January 1, 2018 and the Company intends to adopt the amendments on the effective date. The Company does not expect the amendments to have a material impact on the financial statements based on current stock-based payment practices but will continue to evaluate the amendments based on any changes to settlement practices.

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, 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 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.