

SEABRIDGE GOLD INC.

REPORT TO SHAREHOLDERS

**MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED
SEPTEMBER 30, 2017**

AND

**INTERIM CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED
SEPTEMBER 30, 2017**

Seabridge Gold Inc.

Report to Shareholders Quarter Ended September 30, 2017

Recent Highlights

- Drilling at Iron Cap confirms major extension of deposit with some of the best grades to date at KSM
- Iskut exploration program completed; results expected shortly
- Residual interest in KSP project sold to Colorado Resources for cash, shares and NSR

2017 Iron Cap drill program – An unqualified success!

In September, Seabridge completed its 2017 exploration program at its 100% owned KSM Project located in northwestern British Columbia. A total of 10,383 meters of diamond core drilling were completed in 11 holes at KSM's Iron Cap deposit. All 11 holes returned wide zones of significant grade (see results below). The later holes in the program exhibited the best results; the earlier drilling suggested improving gold and copper grades trending to the west and the program was accordingly reoriented in that direction in mid stride. The 2017 program successfully limited the northern and eastern extent of Iron Cap which remains open down plunge to the west.

Going into this year, Iron Cap was clearly subordinate in size to both Mitchell and Kerr in the KSM porphyry cluster. In the updated mine plans incorporated into the November 2016 KSM Technical Report, Iron Cap is the 4th deposit scheduled to be mined at KSM. The success of this year's drilling indicates that Iron Cap is approaching parity in size with these other deposits but with zones of considerably higher metal values. We now see the earlier development of Iron Cap as a high priority for further study due to its grade, location and size. Revising the project's mine plan to reflect this thinking would likely have a positive impact on KSM's projected economics.

Drill Hole ID	Total Depth (meters)	From (meters)	To (meters)	Interval (meters)	Gold (g/T)	Copper %	Silver (g/T)	Equivalent Grade	
								Gold (g/T)	Copper (%)
IC-17-63	957.4 <i>including</i>	146.9	625.4	478.5	0.43	0.45	4.0	1.21	0.75
		566.4	624.5	58.1	1.12	0.23	5.7	1.57	0.97
IC-17-64	776.3 <i>including</i>	105.5	700.3	594.8	0.52	0.38	4.5	1.19	0.74
		642.4	683.4	41.0	0.93	0.18	3.4	1.28	0.79
IC-17-65	686.0 <i>including</i>	197.0	619.5	422.5	1.04	0.32	4.2	1.61	1.00
		346.4	484.1	137.7	1.56	0.29	3.4	2.07	1.28
IC-17-66	1050.4 <i>including</i> <i>including</i>	62.5	126.1	63.6	4.77	0.01	0.9	4.80	2.97
		173.5	1050.4	876.9	0.32	0.37	2.8	0.95	0.59
		173.5	277.1	103.6	0.58	0.68	2.8	1.71	1.06
		975.4	1027.4	52.0	1.04	0.28	3.4	1.54	0.95
IC-17-67	689.3 <i>including</i>	224.3	641.4	417.1	1.02	0.33	3.6	1.60	0.99
		352.0	459.4	107.4	1.58	0.38	4.2	2.25	1.39
IC-17-68	948.4 <i>including</i> <i>including</i>	711.4	948.4	237.0	0.36	0.38	6.6	1.06	0.66
		711.4	749.4	38.0	0.27	1.01	13.0	2.07	1.28
		904.0	948.4	44.4	0.93	0.09	3.5	1.12	0.70
IC-17-69	1200.1 <i>including</i>	246.1	1200.1	954.0	0.38	0.31	2.5	0.91	0.57
		441.4	559.4	118.0	0.71	0.38	1.9	1.35	0.84
IC-17-70	1138.7 <i>including</i> <i>including</i>	212.0	1137.0	925.0	0.71	0.46	2.6	1.49	0.92
		301.4	792.4	491.0	0.98	0.60	3.9	2.00	1.24
		342.6	447.2	104.6	1.14	1.11	4.2	2.99	1.85
IC-17-71	1006.1 <i>including</i>	306.3	1006.1	699.8	0.87	0.51	2.4	1.72	1.07
		511.4	697.7	186.3	1.49	0.74	3.6	2.73	1.69
IC-17-72	1329.4 <i>including</i>	400.0	1258.1	858.1	0.86	0.51	2.4	1.71	1.06
		498.9	612.2	113.3	2.98	1.56	4.4	5.56	3.44
IC-17-73	603.4 <i>including</i>	224.0	603.4	379.4	0.33	0.35	4.8	0.96	0.59
		546.4	603.4	57.0	1.16	0.18	4.4	1.51	0.94

One of the outstanding features of KSM is its total metal value; both gold and copper make sizeable contributions to the economic potential of the project. To help make this evident, we have begun to report equivalent grades as can be seen in the table above. Equivalent grades for gold and copper were calculated using \$1275 gold, \$3.00 copper and \$17 silver.

The reported equivalent grade for gold is derived from calculating the revenues for copper and silver for each assay interval at the above noted metal prices, converting the combined copper and silver revenue to a gold grade at \$1275 gold, and combining this “equivalent gold grade” with the reported gold grade for that interval. The reported equivalent grade for copper is derived from calculating the revenues for gold and silver for each assay interval at the above noted metal prices, converting the combined gold and silver revenue to a copper grade at \$3.00 copper, and combining this “equivalent copper grade” with the reported copper grade for that interval.

Drill holes were oriented using historical information and were designed to intercept the mineralized target down plunge of the strike to the zone as closely as topographic constraints permitted. This orientation will be refined with additional drilling, but current information indicates that the intervals listed above are a reasonable estimate of true thickness of the mineralized zones. For a drill hole plan map and cross-sections please click this [link](#).

2017 Iskut Exploration Program

In late September, Seabridge completed its 2017 exploration program on the Quartz Rise target at its 100%-owned Iskut Project in northwestern British Columbia. The 2017 program was designed to evaluate the potential for high-grade gold concentrations by testing a graben feature discovered during this year’s surface work on the Quartz Rise lithocap. This graben appears to have constrained the most intense hydrothermal alteration in the area of the lithocap. 2017 drilling focused on the southeastern portion of the graben. Results of the program will be announced in November.

As background, the Iskut Project was obtained when Seabridge acquired SnipGold Corp. in June, 2016. The property is located in northwestern British Columbia, about 110 km northwest of Stewart, BC and 30 km by air from Seabridge’s KSM Project. The Iskut property consists of a contiguous block of 100 BC Mineral Claims, 2 Mineral Leases and 13 Crown Grants covering 29,436 hectares (294 km²) situated in the Liard Mining Division.

The consolidated land package has undergone intermittent exploration since 1907 with the majority of the work carried out in the late 1980s and early 1990s. More than 30 independent operators have owned and worked claims within the Iskut property and their uncoordinated efforts discovered numerous promising targets. Very few of these discoveries have been systematically explored over the past 20 years. The property includes the former high grade gold Johnny Mountain Mine and the copper-gold Bronson Slope resource.

Sale of residual interest in KSP project

During the quarter, Seabridge sold its residual interest in the KSP project to Colorado Resources. On closing, Seabridge received \$1,000,000 in cash, two million Colorado Resources common shares and a 2% net smelter royalty (NSR) on the property (half of which can be repurchased at any time by Colorado Resources for \$2 million in cash).

The KSP project adjoins Seabridge’s 100%-owned Iskut Project. Seabridge obtained a 100% interest in the KSP Project as part of its acquisition of 100% of SnipGold in June, 2016. At the time of the SnipGold acquisition, the KSP Project was subject to an exploration earn-in agreement in favour of Colorado Resources as operator. In May, 2017, Colorado announced that it had earned a 51% interest in KSP and outlined the 2017 exploration spending that would increase its interest at KSP to 80%. At that time, Seabridge would be required to fund its 20% residual interest or eventually be diluted down to a 1.5% NSR.

The decision to sell its residual interest in KSP is part of Seabridge’s ongoing program of divesting non-core assets in order to focus on projects in which it is sole owner and operator. The retained NSR and common shares provides Seabridge upside should Colorado Resources have future success at KSP.

Financial Results

During the three month period ended September 30, 2017 Seabridge posted a net loss of \$1.5million (\$0.3 per share) compared to a loss of \$0.3 million (\$0.01 per share) for the same period last year. During the 3rd quarter, Seabridge invested \$10.8 million in mineral interests, primarily at KSM and Iskut, compared to \$10.5 million during the same period last year. At September 30, 2017, net working capital was \$23.0 million compared to \$7.3 million at December 31, 2016.

On Behalf of the Board of Directors,



Rudi P. Fronk
Chairman and Chief Executive Officer
Toronto, Canada
November 8, 2017

SEABRIDGE GOLD INC.

**MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED
SEPTEMBER 30, 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 and nine months ended September 30, 2017 and 2016. This report is dated November 8, 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 and nine months ended September 30, 2017 and the comparative periods ended September 30, 2016 have been prepared by the Company in accordance with International Accounting Standard 34, Interim Financial Reporting (IAS 34)

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. In 2016, the Company acquired 100% of the common shares of SnipGold Corp. ("SnipGold") and its 100% owned Iskut Project and the adjacent claims within the KSP Project all in in British Columbia. In 2017, the Company purchased 100% of Snowstorm Exploration LLC and its Snowstorm project in Nevada. 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 \$1.5 million net loss for the three months ended September 30, 2017 or \$0.03 per share and a net loss of \$5.1 million or \$0.09 per share for the nine months then ended and compares to a net loss of \$0.3 million (\$0.01 per share) and \$4.7 million (\$0.09 per share) in the respective comparative periods of 2016.

Corporate and administrative expenses, including stock-based compensation, environmental rehabilitation costs and impairments of investments were the most significant items contributing to losses in the current three and nine-month periods ended September 30, 2017. In the comparable periods for 2016 the loss was mainly attributable only to administrative expenses. In the current quarter and nine-month period other income reported for flow-through shares offset some of these expenses and in the nine-month year-to-date period, the Company also recognized gains on the disposition of mineral interests and investments. In the comparative reporting periods, the expenses were mainly offset by other income reported for flow-through shares and gains on investments. These and other items are discussed further below.

For the three months ended September 30, 2017, corporate and administrative expenses increased to \$3.6 million from \$2.3 million in 2016, representing a 57% increase. The increase was mainly due to an increase in stock-based compensation which increased significantly from \$0.9 million, in the comparative period of 2016, to \$2.3 million in the current period. The current quarter expense of \$2.3 million was largely a result of the grant date fair value of stock option expense of \$2.2 million and the remainder related to the grant date fair value of restricted share units. The increase is mainly due to the effect of expensing the grant date fair value of a higher number of options over a shorter vesting period in the current versus the comparative period in 2016. An additional expense was incurred in 2017 on options granted to the Board of Directors in 2016 that received shareholder approval in 2017. The fair value of those options was revalued at the time of shareholder approval and the estimated value had increased.

Similar increases were reported in the nine-month period ending September 30, 2017 over the comparative period in 2016 with stock based compensation increasing from \$2.8 million, in 2016, to \$5.9 million.

Cash compensation has remained relatively constant over the current versus comparative reporting periods.

Corporate, non-project related staffing levels have remained consistent between the current and comparative quarters. 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 continue to show higher expense than the comparative periods until the fair value of the December 2016 grants of options and RSUs have been fully recognized through the condensed consolidated statement of operations and comprehensive loss.

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	157	46
March 24, 2016	100,000	13.52	684	-	-	493	136	55
May 13, 2016	50,000	17.16	499	-	-	499	-	-
August 11, 2016	50,000	17.14	438	-	-	114	198	126
December 19, 2016	890,833	10.45	6,159	-	-	149	4,288	1,722
					1,820	2,727	4,779	1,949

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	947	266
			3,266	(24)	1,850	943	947	266

Other corporate and administrative costs in the current quarter remained at levels comparable to the comparative quarter in 2016 and only marginally higher on a nine-month, year-to-date, basis. Although the Company acquired Snowstorm Exploration LLC (discussed below) in the second quarter of 2017, the Company does not anticipate significant increases in general and administrative costs for the remainder of the year as it is a private company with negligible corporate and administrative burden.

In the second quarter of 2017, IDM exercised its option to acquire the Red Mountain Project and the Company derecognized approximately \$1.0 million of accrued reclamation liabilities. The Company released a reclamation deposit of \$1.0 million into cash and according to underlying purchase agreements made a third-party payment of \$0.3 million. The derecognition of the reclamation liability net with the third-party payment resulted in a \$0.8 million gain on the statement of operations and comprehensive loss in the last quarter. In the first quarter ended March 31, 2017, 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 was recorded 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 nine months of 2016.

The Company recognized \$3.1 million of other income in the current fiscal quarter and \$4.2 million on a nine-month year-to-date basis related to the flow-through share premium recorded on a financing completed in April 2017 (discussed below). In the comparative periods in 2016, the Company recognized other income of \$2.7 million related to the flow-through share premium on a flow-through financing completed in May 2016, and \$4.3 million on a nine-month basis, based on a flow-through financing completed in 2015 and the May 2016 financing.

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 nine-month period ended September 30, 2017, the Company recognized a \$0.6 million (2016 - \$0.9 million) net gain on investments. 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.

In the current quarter, the Company charged \$0.8 million of rehabilitation costs to the statement of operations and comprehensive loss related to the remediation and closure planning of the Johnny Mountain Mine site contained within the Iskut property. Costs included site cleanup and work being performed on an updated closure plan and estimate of costs of the eventual closure. Additional costs will be incurred in 2017 and should an estimate of closure costs surpass the current provision, additional charges will be recorded on the statement of operations and comprehensive loss. There were no comparable expenses recorded in 2016.

In the nine months ended September 30, 2017, the Company recognized income tax expense of \$0.4 million (2016 - \$3.0 million) reflecting the increase in deferred tax liabilities arising from exploration expenditures, which are capitalized for accounting purposes but are renounced for tax purposes as well as current tax arising from the sale of non-core mineral interests. The renounced expenditures relate to the flow-through share issuance in April 2017. The tax expense is partially offset by the tax recovery resulting from the loss in the current nine-month period. In the three months ended September 30, 2017,

the Company recognized income tax recovery of \$0.1 million (2016 - \$1.5 million expenses) reflecting the recovery resulting from the loss in the current three-month period.

Quarterly Information

Selected financial information for the last eight quarters ending September 30, 2017 is as follows: (unaudited)

	3rd Quarter Ended September 30, 2017	2nd Quarter Ended June 30, 2017	1st Quarter Ended March 31, 2017	4th Quarter Ended December 31, 2016
Quarterly operating results (\$000's)				
Revenue	-	-	-	-
Loss for period	(1,535)	(1,715)	(1,831)	(2,898)
Basic loss per share	(0.03)	(0.03)	(0.03)	(0.05)
Diluted loss per share	(0.03)	(0.03)	(0.03)	(0.05)

	3rd Quarter Ended September 30, 2016	2nd Quarter Ended June 30, 2016	1st Quarter Ended March 31, 2016	4th Quarter Ended December 31, 2015
Quarterly operating results (\$000's)				
Revenue	-	-	-	-
Loss for period	(300)	(1,917)	(2,474)	(2,373)
Basic loss per share	(0.01)	(0.04)	(0.05)	(0.05)
Diluted loss per share	(0.01)	(0.04)	(0.05)	(0.05)

The current quarter is comparable to the previous seven quarters in 2016 and 2015 as the majority of the current and comparable losses comprised administrative expenses offset by varying income related to the flow through share premiums. The current and previous quarters also include a significant charge for environmental rehabilitation costs, not incurred previously. In the third quarter of 2016, the Company recorded significant other income related to flow-through shares relative to the expenses incurred in that quarter.

Mineral Interest Activities

During the first three quarters of 2017 the Company added an aggregate of \$33 million of expenditures and acquisition costs that were attributed to mineral properties. Cash expenditures associated with KSM, Iskut and Courageous Lake amounted to \$17.8 million.

In June, 2017, the Company acquired 100% of the common shares of Snowstorm Exploration LLC. ("Snowstorm") and its 100% owned Snowstorm Project. The purchase price and associated costs of the Snowstorm acquisition amounted to \$14.3 million with \$13.3 million ascribed to the fair value of the Company's common shares and warrants issued and \$1.0 million of cash expenditures. The total cost of the acquisition of \$14.3 million has been allocated to the relative fair values of the assets acquired and liabilities assumed according to the following table:

<i>Assets acquired (\$000's)</i>	
Current assets	2
Mineral interests	13,988
Reclamation deposits	337
	14,327
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<i>Consideration paid (000's)</i>	
Share issuance	10,073
Warrants	3,275
Acquisition costs	979
	14,327
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The Company completed the acquisition by purchasing all of the outstanding shares of Snowstorm Exploration LLC, the private company in exchange for issuing 700,000 common shares and 500,000 common share purchase warrants exercisable for four years at \$15.65 per share. In addition, Seabridge has agreed to pay the vendors (i) 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 (ii) a further cash payment of US\$5.0 million on the delineation of an additional five million ounces of gold resources.

The Snowstorm property consists of 700 mining claims and 5,800 acres of fee lands. The Company also staked an additional 260 claims totaling 5,200 acres that are contiguous to the claims purchased. The Snowstorm acquisition also includes an extensive package of data generated by previous operators. Although potential targets are hidden under Tertiary cover, the existing data supports the project's significant exploration potential. Geological and geochemical evaluations of Snowstorm have documented hydrothermal alteration zones consistent with large Northern Nevada deposit types. Geophysical surveys have confirmed the structural settings which host large Northern Nevada deposit types. Limited drilling has demonstrated that some of the target areas are at a depth amenable to surface exploration and resource delineation. Snowstorm is contiguous and on strike with several large, successful gold producers. A limited exploration program has been planned in 2017 at Snowstorm and costs incurred to September 30, 2017 are minimal.

The other significant additions to mineral interests were the expenditures made at KSM and Iskut.

At the KSM Project, the Company incurred \$11.9 million of costs in the first nine months of 2017 while reporting the updated mineral resource estimate for Deep Kerr and while commencing and conducting 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 ongoing 2017 exploration program objective is to follow-up and confirm the findings of the 2016 program at Iron Cap, investigating the down plunge extension of Iron Cap's higher grade core and to follow-up on the discovery of, what was then, a previously unknown deposit. Drilling has confirmed that the new discovery is in fact a continuation of the Iron Cap deposit and indicates that mineralization at Iron Cap is approaching parity with Kerr and Mitchell in volume but with zones of considerably higher metal values. Further study to determine the merits of earlier development of Iron Cap will be priority due to its grade, location and size. Revising the project's mine plan to in this way may have a positive impact on KSM's projected economics.

In the second quarter of 2017, the Government of Canada issued to the Company a regulatory amendment to Schedule 2 of the Metal Mining Effluent Regulations (MMER) under the Fisheries Act for KSM. Receipt of this amendment represents a significant permitting milestone for KSM, equivalent in

many ways to the Company's receipt of environmental assessment approvals from the Provincial and Federal Governments in 2014. The regulatory amendment, which required a change in Canadian law, approves the construction of KSM's TMF subject to strict bonding and fishery habit compensation requirements which were identified during the three year amendment review process. The TMF will store the project's ore-processing by-products in order to minimize environmental impacts downstream.

The Company incurred \$6.3 million of costs in the first nine months of 2017 at its Iskut project both evaluating the results of the 2016 multi-pronged exploration program and conducting the 2017 exploration 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 that is being drill tested. Results of the program are expected in the fourth quarter.

In the current quarter, the Company entered into an agreement with Colorado Resources Ltd. ("Colorado") whereby Colorado agreed to purchase SnipGold's 49% interest in the KSP Project. KSP adjoins the Iskut Project. The transaction will result in Colorado owning a 100% interest in the KSP Project upon payment to the Company of \$1.0 million in cash, 2,000,000 Colorado common shares, with a fair value of \$0.8 million, and a 2% net smelter return ("NSR") on the property. Half of the NSR can be repurchased at any time for \$2.0 million. The Company obtained a 100% interest in the KSP Project as part of its acquisition of SnipGold Corp. in June, 2016. At the time of the SnipGold acquisition, the KSP Project was subject to an exploration earn-in agreement in favour of Colorado as operator. In May, 2017, Colorado earned a 51% interest in KSP with the payment of \$0.1 million and informed the Company that their planned 2017 exploration spending would result in the vesting of a further 29% interest.

In the first nine months of 2017 the Company incurred \$0.8 million of costs at Courageous Lake 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 completing the exploration program at Iskut.

Liquidity and Capital Resources

The Company's working capital position, at September 30, 2017, was \$20.2 million, significantly up from \$7.3 million at December 31, 2016. Cash and short-term deposits at September, 2017 totaled \$23.9 million versus \$7.8 million at December 31, 2016. Cash resources have increased mainly due to two financings completed in the last quarter raising gross proceeds of \$37.7 million and further described below. The Company also incurred corporate and administrative costs and exploration and evaluation costs for KSM and Iskut and incurred costs for the acquisition of Snowstorm Exploration LLC.. Since December 31, 2016, the Company has also received \$2.2 million upon the exercise of options and a net disposition of investments of \$0.9 million.

As mentioned above, during the second quarter of 2017, 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. The Company has committed to renounce its ability to deduct qualifying exploration expenditures for the equivalent value of the gross proceeds of the flow-through financing and transfer the deductibility to the purchasers of the flow-through shares. The effective date of the renouncement will be December 31, 2017. At the time of issuance of the flow-through shares, a \$7 million premium was recognized as a liability on the statement of financial position with the balance recorded as share capital. At each reporting period, as qualifying expenditures are incurred, the liability will be reduced on a proportionate basis and income will be recognized on the statement of operations and comprehensive loss. In the current quarter, based on qualifying expenditures

incurred, \$3.1 million was recognized through other income on the statement of operations and comprehensive loss.

During the current quarter, operating activities, including working capital adjustments, provided \$0.3 million compared to \$0.1 million in the comparable quarter in 2016. On a nine-month basis \$3.8 million was used in operating versus \$1.1 million in the comparable period of 2016. The increase in the nine-month basis was largely attributed to the \$1.8 million payment made to Canadian tax authorities while filing the objection to an assessment further described below and environmental rehabilitation spending at the Johnny Mountain mine site. Operating activities in the near-term are not expected to deviate significantly from current levels. It is anticipated that mineral interest spending will decrease in the fourth quarter as the exploration programs at KSM and Iskut will be completed.

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 September 30, 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

The Company will finalize its ongoing exploration programs at KSM and Iskut in the fourth quarter along with environmental rehabilitation work on the Johnny Mountain Mine site. The Company will also continue its work on revising and updating the closure plan for the mine site.

At KSM, exploration work will entail evaluating the results of the Iron Cap drilling that was meant to fill-out the down plunge extension of Lower Iron Cap and define the blind discovery.

At Iskut, work will entail evaluating the results from the drilling carried out to evaluate the target identified in 2016 that may be indicative of an intermediate to high sulfidation epithermal occurrence associated with a copper-gold porphyry intrusion.

A ground geophysical survey over a limited area of the Courageous Lake project was completed in 2017 at Courageous Lake. The survey will be evaluated and assessed but limited additional work will be carried out in the coming quarters as the Company focuses on KSM, Iskut and prospectively Snowstorm projects.

The Company will also be continuing its objective of entering into a joint venture arrangement with a major mining partner for the KSM project on terms that are favourable to the Company.

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. The control framework that has been used is Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

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 July 1, 2017 and ended on September 30, 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 provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in the securities legislation and include controls and procedures designed to ensure that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is accumulated and communicated to the Company's management, including its certifying officers, 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 September 30, 2017, are appropriately designed.

Since the December 31, 2016 evaluation, there have been no material changes to the Company's disclosure controls and procedures.

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 November 8, 2017, the issued and outstanding common shares of the Company totaled 57,467,118. In addition, there were 3,558,509 stock options, 62,750 RSUs and 500,000 warrants outstanding. Assuming the conversion of all of these instruments outstanding, there would be 61,588,377 common shares issued and outstanding.

Related Party Transactions

During the nine months ended September 30, 2017, other than compensation paid to key management personnel, a private company controlled by an officer was paid \$150,300 (2016 -\$144,450) 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 Implemented or Not Yet Adopted

On January 19, 2016, the IASB issued Recognition of Deferred Tax Assets for Unrealized Losses (Amendments to IAS 12). The amendments apply retrospectively for annual periods beginning on or after January 1, 2017 and have been implemented as of that date. The amendments clarify that the existence of a deductible temporary difference depends only on a comparison of the carrying value of an asset and its tax base at the end of the reporting period. It is not affected by possible future changes in the carrying value or expected recovery of the asset. The amendments also clarify the methodology to be used to

determine future taxable profits while assessing the utilization of deductible temporary differences. The implementation of this amendment did not have a material impact on the Company's financial statements.

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 September 30, 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 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. 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 foreseeable source of revenue, and while the Company is still completing its analysis of the impact of adopting IFRS 15, 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 and any other materials included with them, contain certain forward-looking statements relating but not limited to the Company's expectations, intentions, plans and beliefs. Forward-looking information can often be identified by forward-looking words such as "anticipate", "believe", "expect", "goal", "plan", "intend", "estimate", "may" and "will" or similar words suggesting future outcomes, or other expectations, beliefs, estimates, plans, objectives, assumptions, intentions or statements about future events or performance. Forward-looking information may include reserve and resource estimates and expected changes to them, estimates of future production and related financial analysis, unit costs, costs of capital projects and timing of commencement of operations, and is based on current expectations that involve a number of business risks and uncertainties. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, failure to establish estimated resources and reserves, the grade and recovery of ore which is mined varying from estimates, capital and operating costs varying significantly from estimates, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects and other factors. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from expected results.

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

SEABRIDGE GOLD INC.

INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

**FOR THE NINE MONTHS ENDED
SEPTEMBER 30, 2017**

MANAGEMENT'S COMMENTS ON UNAUDITED INTERIM FINANCIAL STATEMENTS

The accompanying unaudited interim condensed consolidated financial statements of Seabridge Gold Inc. for the nine months ended September 30, 2017 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	September 30, 2017	December 31, 2016
Assets			
Current assets			
Cash and cash equivalents	4	3,384	1,646
Short-term deposits	4	20,493	6,120
Amounts receivable and prepaid expenses	5	1,044	637
Investments	6	6,155	4,661
		31,076	13,064
Non-current assets			
Mineral interests	7, 8, 10	354,020	322,930
Reclamation deposits	9	1,185	1,991
Total non-current assets		355,205	324,921
Total assets		386,281	337,985
Liabilities and shareholders' equity			
Current liabilities			
Accounts payable and accrued liabilities	8	8,125	5,721
Flow-through share premium	10	2,775	-
		10,900	5,721
Non-current liabilities			
Deferred income tax liabilities	14	16,822	17,396
Provision for reclamation liabilities	9	2,480	3,510
Total non-current liabilities		19,302	20,906
Total liabilities		30,202	26,627
Shareholders' equity	10	356,079	311,358
Total liabilities and shareholders' equity		386,281	337,985

Subsequent event (Note 6)

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)

		Three months ended September 30		Nine months ended September 30	
	Note	2017	2016	2017	2016
Corporate and administrative expenses	12	(3,571)	(2,301)	(10,182)	(7,022)
Gain on disposition of mineral interests	7	-	-	2,183	-
Other income - flow - through shares	10	3,065	2,717	4,243	4,302
Gain (loss) on investments	6	(42)	764	639	914
Impairment of investments	6	(409)	-	(409)	-
Environmental rehabilitation costs	9	(787)	-	(1,195)	-
Interest income		54	51	103	120
Finance expense (income) and other expense (income)		27	-	(22)	(15)
Income (loss) before income taxes		(1,663)	1,231	(4,640)	(1,701)
Income tax recovery (expense)	14	128	(1,531)	(441)	(2,990)
Loss for the period		(1,535)	(300)	(5,081)	(4,691)
Other comprehensive income (loss), net of income taxes:					
Reclassification of previously deferred gains on available for sale investments		-	-	(331)	(278)
Unrealized gain (loss) on available for sale investments	6	136	(48)	(81)	804
Total other comprehensive income (loss)		136	(48)	(412)	526
Comprehensive loss for the period		(1,399)	(348)	(5,493)	(4,165)
Basic and diluted net loss per Common Share		(0.03)	(0.01)	(0.09)	(0.09)
Basic and diluted weighted average number of common shares outstanding		57,434,509	54,128,664	56,069,195	53,032,505

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)

	Number of Shares	Share Capital	Warrants	Stock-based Compensation	Contributed Surplus	Deficit	Accumulated Other Comprehensive Income	Total Equity
As at January 1, 2017	54,321,797	360,650	-	14,751	31,728	(96,364)	593	311,358
Share issuance	2,200,000	30,712	-	-	-	-	-	30,712
Share issuance costs	-	(2,616)	-	-	-	-	-	(2,616)
Stock-based compensation	-	-	-	5,912	-	-	-	5,912
Share issuance - acquisition of Snowstorm	700,000	10,073	-	-	-	-	-	10,073
Warrant issuance - acquisition of Snowstorm	-	-	3,275	-	-	-	-	3,275
Exercise of options	180,984	2,839	-	(683)	-	-	-	2,156
Exercise of warrants	1,587	30	-	(15)	-	-	-	15
Expired options	-	-	-	(2,827)	2,827	-	-	-
Shares - RSUs	62,750	656	-	(656)	-	-	-	-
Deferred tax	-	687	-	-	-	-	-	687
Other comprehensive loss	-	-	-	-	-	-	(412)	(412)
Net loss for the period	-	-	-	-	-	(5,081)	-	(5,081)
As at September 30, 2017	57,467,118	403,031	3,275	16,482	34,555	(101,445)	181	356,079
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	-	-	-	2,840	-	-	-	2,840
Stock-based compensation and warrants - acquisition of SnipGold	-	-	-	619	-	-	-	619
Exercise of options	303,644	4,517	-	(1,273)	-	-	-	3,244
Expired options	-	-	-	(2,626)	2,626	-	-	-
Deferred tax	-	419	-	-	-	-	-	419
Other comprehensive income	-	-	-	-	-	-	526	526
Net loss for the period	-	-	-	-	-	(4,691)	-	(4,691)
As at September 30, 2016	54,138,547	358,828	-	22,151	25,333	(93,766)	663	313,209

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)

	Three months ended		Nine months ended	
	September 30		September 30	
	2017	2016	2017	2016
Operating Activities				
Net loss	(1,535)	(300)	(5,081)	(4,691)
Items not affecting cash:				
Stock-based compensation	2,345	892	5,912	2,840
Gain on disposition of mineral interests	-	-	(2,183)	-
Other income - flow-through shares	(3,065)	(2,717)	(4,243)	(4,302)
Income tax (recovery) expense	(128)	1,531	441	2,990
(Gain) loss on investments	42	(764)	(639)	(914)
Impairment of investments	409	-	409	-
Finance expense (income) and other expense (income)	(27)	4	22	13
Changes in non-cash working capital items:				
Amounts receivable and prepaid expenses	289	481	(407)	(183)
Accounts payable and accrued liabilities	2,001	997	1,969	3,182
Net cash provided by (used in) operating activities	331	124	(3,800)	(1,065)
Investing Activities				
Mineral interests	(9,572)	(10,507)	(17,764)	(20,101)
Acquisition of SnipGold Corp.	-	-	-	(1,602)
Acquisition of Snowstorm Exploration LLC	-	-	(979)	-
Investment of short-term deposits	(53)	-	(28,053)	(18,000)
Investment in associate	-	-	(409)	-
Redemption of reclamation deposits	(5)	-	892	-
Redemption of short-term deposits	6,989	8,950	13,680	19,418
Cash proceeds from sale of investments	28	-	887	700
Net cash used in investing activities	(2,613)	(1,557)	(31,746)	(19,585)
Financing Activities				
Issue of share capital (net of costs)	(19)	2,095	35,114	22,399
Exercise of options and warrants	1,148	-	2,170	-
Net cash from financing activities	1,129	2,095	37,284	22,399
Net increase (decrease) in cash and cash equivalents during the period	(1,153)	662	1,738	1,749
Cash and cash equivalents, beginning of the period	4,537	2,077	1,646	990
Cash and cash equivalents, end of the period	3,384	2,739	3,384	2,739

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 nine months ended September 30, 2017 and 2016

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 and 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, 2016. These interim condensed 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, 2016.

3. New accounting standards implemented or not yet adopted

On January 19, 2016, the IASB issued Recognition of Deferred Tax Assets for Unrealized Losses (Amendments to IAS 12). The amendments apply retrospectively for annual periods beginning on or after January 1, 2017 and have been implemented as of that date. The amendments clarify that the existence of a deductible temporary difference depends only on a comparison of the carrying value of an asset and its tax base at the end of the reporting period. It is not affected by possible future changes in the carrying value or expected recovery of the asset. The amendments also clarify the methodology to be used to determine future taxable profits while assessing the utilization of deductible temporary differences. The implementation of this amendment did not have a material impact on the Company's financial statements.

New standards and amendments to standards that have been issued and that are relevant to the Company and are not yet effective and have therefore not been applied in preparing these 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.

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 foreseeable source of revenue, and while the Company is still completing its analysis of the impact of adopting IFRS 15, 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.

4. Cash and cash equivalents and short-term deposits

<i>(\$000's)</i>	September 30, 2017	December 31, 2016
Cash and cash equivalents	3,384	1,646
Short-term deposits	20,493	6,120
	23,877	7,766

All of the cash and cash equivalents are held in a Canadian Schedule I bank. Short-term deposits consist of Canadian Schedule I bank guaranteed deposits and are cashable in whole or in part with interest at any time to maturity.

5. Amounts receivable and prepaid expenses

<i>(\$000's)</i>	September 30, 2017	December 31, 2016
HST	700	250
Prepaid expenses and other receivables	344	387
	1,044	637

6. Investments

(\$000's)	January 1, 2017	Dispositions	Gain on disposition	Loss of associates	Impairment	Additions	Other comprehensive loss	September 30, 2017
Available-for-sale investments	2,765	(887)	718	-	(409)	2,155	(412)	3,930
Investment in associate	1,896	-	-	(80)	-	409	-	2,225
	4,661	(887)	718	(80)	(409)	2,564	(412)	6,155

(\$000's)	January 1, 2016	Dispositions	Gain on disposition	Gain of associates	Impairment	Additions	Other comprehensive income	December 31, 2016
Available-for-sale investments	2,731	(700)	278	-	-	-	456	2,765
Investment in associate	1,308	-	-	588	-	-	-	1,896
	4,039	(700)	278	588	-	-	456	4,661

The Company holds common shares of several mining companies that were received as consideration for optioned or sold 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 \$3.9 million (December 31, 2016 - \$2.8 million) on the interim condensed consolidated statements of financial position. During the nine months ended September 30, 2017 the Company received common shares of two mining companies in return for the disposition of mineral properties. These common shares had a fair value of \$2.2 million at the time of receipt. Since that time one of the investments was impaired and a \$0.4 million expense was recorded on the interim condensed consolidated statement of operations and comprehensive loss. The Company also disposed its holdings in one investment with a carrying value of \$0.1 million and recorded a gain of \$0.7 million on its available-for sale investments.

During the nine months ended September 30, 2017, the Company recorded its proportionate share of the net loss of an investment in an associate accounted for on the equity basis of \$80,000 (September 30, 2016 – income \$0.6 million) within loss on investments on the interim condensed consolidated statement of operations and comprehensive loss. In 2016, the associate was acquired by a third party through a plan of arrangement and from July 7, 2016, the acquirer has been classified as an associate and the Company has continued to account for the investment on the equity basis. The transaction resulted in a net gain of \$0.8 million principally related to the Company's additional interest in the net assets of the associate. During the first nine months of 2017, the Company purchased 183,200 common shares and 51,600 warrants of the associate for \$0.4 million. Each warrant allows the Company to purchase one common share of the associate for US\$2.00 per share until February 14, 2018 or US\$2.25 within the period February 15, 2018 to February 13, 2019 when they expire. At September 30, 2017 the carrying value of the company's investment in the associate was \$2.2 million (December 31, 2016 - \$1.9 million) on the interim condensed consolidated statement of financial position. Subsequent to September 30, 2017, the Company purchased 700,000 common shares of the associate for \$1.2 million.

7. Mineral Interests

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

(\$000's)	Expenditures /			Balance, September 30, 2017
	Balance, January 1, 2017	Acquisitions 2017	Recoveries 2017	
KSM	233,662	11,912	-	245,574
Courageous Lake	68,702	767	-	69,469
Iskut	19,795	6,261	(1,885)	24,171
Snowstorm	-	14,035	-	14,035
Grassy Mountain	771	-	-	771
	322,930	32,975	(1,885)	354,020

(\$000's)	Expenditures /			Balance, December 31, 2016
	Balance, January 1, 2016	Acquisitions 2016	Recoveries 2016	
KSM	209,929	23,733	-	233,662
Courageous Lake	68,098	604	-	68,702
Iskut	-	19,795	-	19,795
Grassy Mountain	771	-	-	771
	278,798	44,132	-	322,930

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

a) KSM

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

In 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 million 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 \$2.4 million and the payment of the first year's \$0.1 million 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 \$0.7 million, 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 2013, the Company applied for \$4.4 million of refundable provincial tax credits related to exploration expenditures incurred in 2010 at KSM. The recovery was credited to mineral properties in 2013 and the Company collected the funds during 2014. Similarly, 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 in 2014 and in 2015 the Company collected the funds.

In 2014, approval of an environmental assessment application, submitted to provincial and federal regulators in 2013 was obtained.

In 2015, \$18 million of expenditures were incurred on the KSM project as the Company finalized the analysis of the resource update on Deep Kerr and Iron Cap Lower Zone from the 2014 exploration drilling and executed the 2015 exploration and drilling program.

In 2016, the Company charged \$23.7 million to mineral interests while completing its 2016 exploration program and completing and filing a National Instrument 43-101 Technical Report that included an updated Preliminary Feasibility Study and a new Preliminary Economic Assessment. Included in the total is \$3.6 million in respect of refundable provincial tax credits as described in note 8.

In the nine months ended September 30, 2017, the Company incurred \$11.9 million of exploration expenditures related to the KSM project.

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 \$0.1 million per year up to a total of \$1.25 million. The Company has made the final payment in 2017 and has fully met this commitment.

In each of 2015 and 2016, 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 in 2015 and KSM and Iskut in 2016.

The Company conducted a small geophysical study at Courageous Lake in the nine months of 2017 and combined with other carrying costs has incurred approximately \$0.8 million of costs.

c) Iskut

On June 21, 2016, the Company purchased 100% of the common shares of SnipGold Corp. ("SnipGold") which owns the Iskut Project, located in northwestern British Columbia. 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. A full description of the allocation of purchase price of SnipGold is contained in note 10. The Company incurred \$6.1 million of exploration costs in the first nine months of 2017.

In the current quarter, the Company entered into an agreement with Colorado Resources Ltd. ("Colorado") whereby Colorado agreed to purchase SnipGold's 49% interest in the KSP Project. KSP adjoins the Iskut Project. The transaction will result in Colorado owning a 100% interest in the KSP Project upon payment to the Company of \$1.0 million in cash, 2,000,000 Colorado common shares, with a fair value of \$0.8 million, and a 2% net smelter return ("NSR") on the property. Half of the NSR can be repurchased at any time for \$2.0 million. The Company obtained its interest in the KSP Project as part of its acquisition of SnipGold Corp. in June, 2016. At the time of the SnipGold acquisition, the KSP Project was subject to an exploration earn-in agreement in favour of Colorado as operator. In May, 2017, Colorado earned a 51% interest in KSP with the payment of \$0.1 million. The disposition has been recorded within gain on disposition of mineral interests on the interim condensed consolidated statement of operations and comprehensive income (loss).

d) Snowstorm

On June 7, 2017, the Company purchased 100% of the common shares of Snowstorm Exploration LLC ("Snowstorm") which owns the Snowstorm Project, located in northern Nevada. On the acquisition date, the Company issued 700,000 common shares, with a fair value of \$14.39 per share and 500,000 common share purchase warrants with a fair value of \$6.55 per common share purchase warrant for a combined fair value of \$13.3 million. The common share purchase warrants are exercisable for four years at \$15.65 per share. In addition the Company has agreed to make a conditional cash payment of US\$2.5 million if exploration activities at the Snowstorm Project result in defining a minimum of five million ounces of gold resources compliant with National Instrument 43-101 and a further cash payment of US\$5.0 million on the delineation of an additional five million ounces of gold resources. The Company also incurred \$1.0 million of acquisition costs. Based on the relative fair values of the net assets acquired, \$14 million was attributed to the Snowstorm Project. A full description of the allocation of purchase price of Snowstorm is contained in note 10.

e) Other Nevada Projects

In the first quarter of 2017, 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. As such, 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 interim condensed consolidated statement of operations and comprehensive loss.

f) 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. Following the de-recognition of the Grassy Mountain net assets, in 2013, a value of \$771,000 has been retained within mineral properties.

In July 2016 Calico was acquired by Paramount Gold Nevada Corp. ("Paramount") through a plan of arrangement. In addition to the shares and special warrants received as consideration for the Grassy Mountain project, after the delivery of a National Instrument 43-101 compliant feasibility study on the project, Paramount 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.

g) Other mineral interests

(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.

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 an additional \$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 was 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 was 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.

In 2017 IDM exercised its option to acquire the Red Mountain Project and the Company derecognized approximately \$1.0 million of accrued reclamation liabilities. The Company released a reclamation deposit of \$1.0 million into cash and pursuant to purchase agreements, made a third party payment of \$0.3 million. The derecognition of the reclamation liability net with the third party payment resulted in a \$0.8 million gain on the interim condensed consolidated statement of operations and comprehensive loss.

(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

<u>(\$000's)</u>	September 30, 2017	December 31, 2016
Trade payables	5,937	1,637
Trade and other payables due to related parties	104	148
Non-trade payables and accrued expenses	2,084	3,936
	8,125	5,721

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. During 2016, upon the completion of an audit of the application by tax authorities, the Company was assessed \$3.6 million, including accrued interest, for expenditures related to the application that the tax authority has categorized as not applicable to the recovery program. The Company had recorded a \$3.6 million provision within accounts payable and accrued liabilities on the consolidated statement of financial position as at December 31, 2016, with a corresponding increase to mineral interests. In the first quarter of 2017 the Company filed an objection to the reassessment and has deposited one-half of the accrued balance while the objection is reviewed.

9. Provision for reclamation liabilities

<u>(\$000's)</u>	September 30, 2017	December 31, 2016
Beginning of the year	3,510	1,329
Acquisition of SnipGold (note 10)	-	2,224
Derecognition of Red Mountain	(1,039)	-
Accretion	9	19
Current year adjustment	-	(62)
End of the period	2,480	3,510

Although the ultimate costs to be incurred are uncertain, the Company's estimates are based on independent studies or agreements with the respective government body for each project using current restoration standards and techniques. The estimate of the asset retirement obligations, as at September 30, 2017, was calculated using the total estimated cash flows, of \$2.5 million (December 31, 2016 - \$3.5 million) required to settle estimated obligations and expected timing of payments between the current year and 2025. The discount rate used to calculate the present value of the reclamation obligations was 1.6% at September 30, 2017 (1.7% - December 31, 2016). In 2017, the Company derecognized approximately \$1.1 million of accrued reclamation liabilities related to the Red Mountain Project (see Note 7). The Company has placed a total of \$1.2 million (December 31, 2016 - \$2.0 million) on deposit with financial institutions that are pledged as security against the reclamation liability.

In the nine months ended September 2017, the Company charged \$1.2 million of rehabilitation costs to the interim condensed consolidated statement of operations and comprehensive loss related to the remediation and closure

planning of the Johnny Mountain Mine site contained within the Iskut property. Costs included site cleanup and work being performed on an updated closure plan and estimate of costs of the eventual closure.

10. Shareholders' equity

The Company is authorized to issue an unlimited number of preferred shares and common shares with no par value. No preferred shares have been issued or were outstanding at September 30, 2017 and December 31, 2016.

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 three and nine months ended September 30, 2017. The Company considers its capital to be share capital, stock based compensation, contributed surplus and deficit.

a) Equity financings

In April 2017, the Company completed two equity financings. For the first financing, the Company issued 1,100,000 common shares at a price of C\$14.30 per common share for aggregate gross proceeds of \$15.7 million. For the second financing, the Company issued 1,100,000 flow-through common shares at a price of \$20.00 per flow-through share for aggregate gross proceeds of \$22 million. Share issuance costs of \$2.6 million were incurred in relation to the two offerings 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 flow-through financing and transfer the deductibility to the purchasers of the flow-through shares. The effective date of the renouncement will be December 31, 2017. At the time of issuance of the flow-through shares, a \$7 million premium was recognized as a liability on the statement of financial position with the balance recorded as share capital. At each reporting period, as qualifying expenditures are incurred, the liability will be reduced on a proportionate basis and income will be recognized on the statement of operations and comprehensive loss. Since the closing of the financing and to the end of September 30, 2017, based on qualifying expenditures incurred, \$4.2 million was recognized through other income on the interim condensed consolidated statement of operations and comprehensive loss.

In May 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. Share issuance costs of \$0.7 million were incurred in relation to the offering and have been included in equity. The Company 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 was December 31, 2016. At the time of issuance of the shares, the \$3.3 million premium was recognized as a liability on the statement of financial position with the balance recorded as share capital. At each reporting period, as qualifying expenditures were incurred, the liability was reduced on a proportionate basis and income was recognized on the statement of operations and comprehensive income. In the period May 20, 2016 to December 31, 2016, the entire premium was recognized through other income on the statement of operations and comprehensive income as qualifying expenditures were incurred.

Also in 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.

b) Acquisitions – shares, warrants and options issuances

In June 2017, the Company acquired all of the issued and outstanding shares of Snowstorm Exploration LLC. in exchange for the issuance of 700,000 common shares and 500,000 common share purchase warrants exercisable for four years at \$15.65 per share. In addition, Seabridge has agreed to pay PFR (i) 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 (ii) a further cash payment of US\$5.0 million on the delineation of an additional five million ounces of gold resources. The Company also incurred \$1.0 million of acquisition costs. The fair value of the total consideration at the closing date of the acquisition and additional costs totaling \$14.3 million has been allocated to the fair value of the assets acquired. All financial assets acquired and financial liabilities assumed were recorded at fair value. The fair value of the common share purchase warrants was estimated on the date of acquisition using a Black Scholes option pricing model with the following assumptions: dividend yield 0%; expected volatility 62%, risk free rate of return 0.87%; and expected life of four years.

<u>Assets acquired (\$000's)</u>	
Current assets	2
Mineral interests	13,988
Reclamation deposits	337
	14,327
<u>Consideration paid (000's)</u>	
Share issuance	10,073
Warrants	3,275
Acquisition costs	979
	14,327

In 2016, the Company acquired all of the issued and outstanding common shares of 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 \$1.7 million of acquisition costs. 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.

<u>Assets acquired and liabilities assumed (\$000's)</u>	
Current assets	566
Mineral interests	16,441
Current liabilities	(8)
Provision for reclamation liabilities	(2,224)
	<u>14,775</u>

<u>Consideration paid (\$000's)</u>	
Share issuance	12,452
Options and warrants	619
Acquisition costs	1,704
	<u>14,775</u>

c) **Stock options and Restricted share units**

The Company provides compensation to directors and employees in the form of stock options and a Restricted Share Units ("RSU"s).

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:

	<u>Options</u>			<u>RSUs</u>		<u>Total</u>
		<u>Weighted Average Exercise Price (\$)</u>	<u>Amortized Value of options (\$000's)</u>		<u>Amortized Value of RSUs (\$000's)</u>	<u>Compensation (\$000's)</u>
Outstanding January 1, 2017	3,700,802	11.76	14,653	125,500	98	14,751
Granted	-	-	-	-	-	-
Exercised option or vested RSU	(180,984)	11.91	(686)	(62,750)	(656)	(1,342)
Expired	(341,309)	15.99	(2,839)	-	-	(2,839)
Amortized value of stock based compensation granted in prior years	-	-	4,780	-	1,132	5,912
Outstanding September 30, 2017	3,178,509	11.30	15,908	62,750	574	16,482
Exercisable at September 30, 2017	1,692,757					

The outstanding share options at September 30, 2017 expire at various dates between December 2017 and December 2021. A summary of options outstanding, their remaining life and exercise prices as at September 30, 2017 is as follows:

Exercise price	Options Outstanding		Options Exercisable	
	Number outstanding	Remaining contractual life	Number Exercisable	
\$17.52	155,000	2 months	155,000	
\$12.60	530,000	5 months	530,000	
\$12.61	100,000	8 months	100,000	
\$8.00	50,000	1 years 3 months	50,000	
\$10.36	400,000	1 years 6 months	400,000	
\$9.72	50,000	1 years 9 months	50,000	
\$9.00	425,000	2 years 7 months	-	
\$11.13	360,000	3 years 3 months	283,333	
\$13.52	100,000	3 years 3 months	66,666	
\$17.16	50,000	3 year 8 months	16,667	
\$17.14	50,000	3 year 11 months	-	
\$10.45	865,833	4 years 3 months	-	
\$6.30	42,676	1 year 4 months to 3 years 6	42,676	
	3,178,509		1,694,342	

In March 2016, 100,000 five-year options, with an exercise price of \$13.52 and in August 2016, 50,000 options, with an exercise price of \$17.14, to purchase common shares of the Company were granted to a members of management. The options had a fair value, at the grant date, of \$0.7 million and \$0.4 million respectively and vest over a two year period.

In May 2016, 50,000 five-year options, with an exercise price of \$17.16, to purchase common shares of the Company were granted to a new director of the Company. The options had a fair value of \$0.5 million and vest upon the Company entering into a major transaction on one of the Company's two core assets or other transformative transaction.

In December 2016, 890,833 five-year options with an exercise price of \$10.45, to purchase common shares of the Company, with a fair value, at the date of the grant, of \$4.9 million, were granted to members of the Board of Directors and management. The 575,000 options granted to board members were subject to shareholder approval which was obtained on June 27, 2017 at which time the fair value was re-estimated. Vesting of these options is subject to the Company entering into a major transaction on one of the Company's two core assets or other transformative transaction. The remaining 315,833 options were granted members of management and vest over a three year period. The fair value of these options is being amortized over the service life of the options.

Also in 2016, in conjunction with the acquisition of SnipGold, 54,968 stock options and 1,587 warrants with a combined fair value, at the date of the grant, of \$0.6 million and has been included in the costs of the net assets acquired.

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

	2017	2016
Dividend yield	Nil	Nil
Expected volatility	62%	44-73%
Risk free rate of return	1%	0.5-0.1.2%
Expected life of options	4.5 years	2 months-5 years

In 2016, the Board granted 125,500 RSUs to members of management. The fair value of the grants, of \$1.3 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 three to eleven months from the date of the grant depending on certain corporate objectives being met. In 2016, 183,250 RSUs vested and were exchanged for common shares of the Company. Subsequent to

December 31, 2016, 61,250 RSUs, of the 125,500 RSUs outstanding at the time, vested and were exchanged for common shares of the Company.

For the three and nine months ended September 30, 2017 and 2016 basic and diluted net loss per common share are computed by dividing the net loss for the period by the weighted average number of common shares outstanding for the period. The potential effect of stock options, RSUs and warrants has been excluded from the calculation of diluted loss per common share as the effect would be anti-dilutive. At September 30, 2017 there was a total of 3,178,509 stock options and 62,750 RSUs outstanding (December 31, 2016 – 3,700,802 and 125,500 respectively).

11. 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 September 30, 2017 and December 31, 2016 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 1 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 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 September 30, 2017, the Company had a cash and cash equivalents of \$3.4 million and short-term deposits of \$20.5 million (December 31, 2016 - \$1.6 million and \$6.1 million, respectively) for settlement of current financial liabilities of \$8.1 million (December 31, 2016 - \$5.7 million). In 2017 the Company closed two financings for gross proceeds of \$37.7 million. The Company will, from time to time, seek additional sources of cash required to cover its proposed

exploration and development programs at its key projects, in the form of equity financings and from the sale of non-core assets. The 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. The Company's financial liabilities primarily have contractual maturities of 30 days and are subject to normal trade terms. The Company's ability to fund its operations and capital expenditures and other obligations as they become due is dependent upon market conditions.

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 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.

(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 \$2.4 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.

12. Corporate and administrative expenses

<i>(\$000's)</i>	Three months ended September 30		Nine months ended September 30	
	2017	2016	2017	2016
Employee compensation	670	854	2,235	2,256
Stock-based compensation	2,345	892	5,912	2,840
Professional fees	133	127	549	528
General and administrative	423	428	1,486	1,398
	3,571	2,301	10,182	7,022

13. Related party disclosures

During the nine months ended September 30, 2017, other than compensation paid to key management personnel, a private company controlled by an officer was paid \$0.15 million (September 30, 2016 -\$0.1million) 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.

14. Income taxes

In the nine months ended September 30, 2017, the Company recognized income tax expense of \$0.4 million (2016 - \$3 million) reflecting the deferred tax liabilities arising from exploration expenditures, which are capitalized for accounting purposes but are renounced for tax purposes as well as current tax arising from the sale of non-core mineral interests.

The renounced expenditures relate to the flow-through share issuance in April 2017. The tax expense is partially offset by the tax recovery resulting from the loss in the current nine-month period. In the three months ended September 30, 2017, the Company recognized income tax recovery of \$0.1 million (2016 - \$1.5 million expense) reflecting the current quarter's loss in the current three-month period.