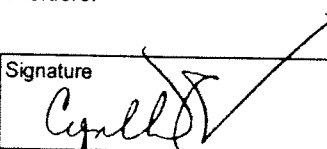


Industry Canada

Industrie Canada

Canada Business
Corporations ActLoi régissant les sociétés
par actions de régime fédéralFORM 11
ARTICLES OF CONTINUANCE
(SECTION 187)FORMULE 11
CLAUSES DE
PROROGATION
(ARTICLE 187)

1 - Name of corporation SEABRIDGE GOLD INC.		Dénomination de la société 4111 32-0
2 - The place in Canada where the registered office is to be situated Vancouver, British Columbia		Lieu au Canada où doit être situé le siège social
3 - The classes and any maximum of shares that the corporation is authorized to issue Unlimited number of Common shares Unlimited number of Preferred shares, issuable in series, with the rights, privileges, restrictions and conditions attached thereto as set out in Schedule "A".		Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
4 - Restrictions, if any, on share transfers None		Restrictions sur le transfert des actions, s'il y a lieu
5 - Number (or minimum and maximum number) of directors Minimum 3 and maximum 20		Nombre (ou nombre minimal et maximal) d'administrateurs
6 - Restrictions, if any, on business the corporation may carry on None		Limites imposées à l'activité commerciale de la société, s'il y a lieu
7 - (1) If change of name effected, previous name Chopper Mines Ltd. (Sept. 14, 1979 - Nov. 9, 1984), Dragoon Resources Ltd. (Nov. 9, 1984 - May 20, 1998) Seabridge Resources Inc. (May 20, 1998 to present) (2) Details of incorporation Incorporated under the <i>Company Act</i> (British Columbia) September 14, 1979. Incorporation No. 197005.		(1) S'il y a changement de dénomination, dénomination antérieure (2) Détails de la constitution
8 - Other provisions, if any dispositions, s'il y a lieu The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.		
Date October 29, 2002	Signature 	Title - Titre Director and Secretary
FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT Corporation No. - N° de la société 411132-0		Filed - Déposée OCT 31 2002

SCHEDULE "A"
SPECIAL RIGHTS, PRIVILEGES, RESTRICTIONS AND CONDITIONS
OF THE
PREFERRED SHARES
AS A CLASS

The following special rights, privileges, restrictions and conditions shall be attached to the preferred shares, issuable in series ("**Preferred Shares**"):

Preferred Shares may at any time and from time to time be issued in one or more series. The Directors may from time to time by resolution passed before the issue of any Preferred Shares of any particular series, alter the Articles of the Corporation to fix the number of Preferred Shares of any particular series, alter the Articles of the Corporation to fix the number of Preferred Shares in, and to determine the designation of the Preferred Shares of, that series and alter the Articles to create, define and attach special rights and restrictions to the Preferred Shares of that series including, but without in any way limiting or restricting the generality of the foregoing, the rate or amount of dividends, whether cumulative, non-cumulative or partially cumulative; the dates, places and currencies of payment thereof; the consideration for, and the terms and conditions of, any purchase for cancellation or redemption thereof, including redemption after a fixed term or at a premium; conversion or exchange rights or rights of retraction; the terms and conditions of any share purchase plan or sinking fund, and voting rights and restrictions; but no special right or restriction so created, defined or attached shall contravene the provisions of subclauses (i) and (ii) set out below;

- (i) holders of Preferred Shares shall be entitled, on the distribution of assets of the Corporation or on the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or on any other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, to receive before any distribution to be made to holders of common shares or any other shares of the Corporation ranking junior to the Preferred Shares with respect to repayment of capital, the amount paid up with respect to each Preferred Share held by them, together with the fixed premium (if any) thereon, all accrued and unpaid cumulative dividends (if any and if preferential) thereon, and all declared and unpaid non-cumulative dividends (if any and if preferential) thereon. After payment to holders of Preferred Shares of the amounts so payable to them, such holders shall not be entitled to share in any further distribution of the property or assets of the Corporation except as specifically provided in the special rights and restrictions attached to any particular series of the Preferred Shares; and
- (iii) except for such voting rights as may be attached to any series of the Preferred Shares by the Directors, holders of Preferred Shares shall not be given notice of, and shall not be entitled as such to vote at, any general meeting of shareholders of the Corporation.