

# SEABRIDGE GOLD

## **WHISTLEBLOWER POLICY**

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April 6, 2016

## **1. Introduction**

Seabridge Gold is committed to maintaining the highest standards of business conduct and ethics, as well as full compliance with all applicable government laws, rule and regulations, corporate reporting and disclosure, accounting practices, accounting controls, auditing practices and other matters relating to accounting, auditing or financial reporting.

Pursuant to its charter, the Audit Committee (the “Committee”) of the Board of Directors of the Company is responsible for ensuring that a confidential and anonymous process exists whereby persons can report any concerns (“Finance Reporting Concerns”) regarding questionable accounting or auditing matters relating to the Company and its subsidiaries. In order to carry out its responsibilities under its charter, the Committee has adopted this Whistleblower Policy (the “Policy”).

For the purpose of this Policy, Financial Reporting Concerns is intended to be broad and comprehensive and to include any accounting or auditing matter which, in the view of the complainant, is illegal, unethical, contrary to the policies of the Company, in some other manner not right or proper or just questionable. Examples would include:

- (a) Violation of any applicable law, rule or regulation that relates to corporate reporting and disclosure;
- (b) Violation of the Company’s Code of Business Ethics;
- (c) Fraud, deliberate error, deliberate obfuscation or questionable characterization or accounting treatment in the preparation, evaluation, review or audit of any financial statement of the Company or any of its subsidiaries;
- (d) Fraud, deliberate error, deliberate obfuscation or questionable characterization or accounting treatment in the recording and maintaining of financial records of the Company or any of its subsidiaries;
- (e) Deficiencies in or non-compliance with the Company or any of its subsidiaries’ internal policies and controls;
- (f) Misrepresentations or false statements by or to a Director, Officer or employee of the Company or any of its subsidiaries respecting a matter contained in the financial records, reports or audit reports; and
- (g) Deviation from full and fair reporting of the Company’s consolidated financial condition.

## **2. Communication of the Policy**

To ensure that all Directors, Officers, employees, consultants and contractors of the Company are aware of the Policy, a copy of the Policy will be distributed to all Directors, Officers and employees, or alternatively they will be advised that the Policy is available on the Company’s website for their review. All Directors, Officers and employees will be informed whenever significant changes are made. New Directors, Officers and employees will be provided with a copy of this Policy and will be advised of its importance.

## **3. Reporting Alleged Violations or Complaints**

### **3.1 Reporting Concerns**

Any person with a Financial Reporting Concern relating to the Company or any subsidiary of the Company may submit their concern to the Chairman of the Audit Committee of the Company in writing, by telephone or e-mail as follows:

- (a) In Writing: The Chairman of the Audit Committee  
Mr. Richard C. Kraus  
6015 S Chester Way  
Greenwood Village, CO 80111
- (b) By Telephone  
(303) 324-3725
- (c) By E-Mail  
richardckraus@msn.com

In addition to the procedure set out above, any person with a Financial Reporting Concern relating to the Company or any subsidiary of the Company who is uncomfortable with submitting the concern directly to the Chairman of the Audit Committee may submit their concern to the individual designated below, or such other individual as the Company may designate from time to time (the "Designated Individual", in writing by telephone or e-mail as follows:

- (a) In Writing: General Counsel  
Mr. Bruce Rich  
c/o Carter Ledyard & Milburn LLP  
2 Wall Street  
New York, NY 10005  
U.S.A.
- (b) By Telephone: (212) 732-3200
- (c) By E-mail: rich@clm.com

### **3.2 Anonymity and Confidentiality**

All submissions to the Chairman of the Audit Committee or the Designated Individual may be made and will be treated on a confidential and anonymous basis, save and except that:

- (a) All submissions regarding Financial Reporting Concerns referred to in Section 1(a) and (b) must identify the person making the submission; and
- (b) The Designated Individual will forward a copy of any submission received to the Chairman and the submission will be dealt with in accordance with the provisions of Section 5 below.

### **4. No Adverse Consequences**

A submission regarding a Financial Reporting Concern may be made by an Officer or employee of the Company without fear of dismissal, disciplinary action or retaliation of any kind. The Company will not discharge, discipline, demote, suspend, threaten or in any manner discriminate against any person who submits in good faith a Financial Reporting Concern or provides assistance to the Audit Committee, management or any other person or group, including any governmental, regulatory or law enforcement body, investigating a Financial Reporting Concern.

## **5. Treatment of Financial Reporting Concern Submissions**

Financial Reporting Concerns will be reviewed as soon as possible by the Audit Committee with the assistance and direction of whomever the Audit Committee thinks appropriate including, but not limited to, external legal counsel and the Audit Committee shall implement such corrective measures to do such things in an expeditious manner as it deems necessary or appropriate to address the Financial Reporting Concern.

Where possible and when determined to be appropriate by the Audit Committee notice of any such corrective measures will be given to the person who submitted the Financial Reporting Concern.

## **6. Retention of Records**

The Audit Committee shall retain all records relating to any Financial Reporting Concern or report of a retaliatory act and to the investigation of any such report for a period judged to be appropriate based upon the merits of the submission. The types of records to be retained by the Audit Committee shall include records of all steps taken in connection with the investigation and the results of any such investigation.

## **7. Review of Policy**

The Committee will review and evaluate this Policy on an annual basis to determine whether the Policy is effective in providing a confidential and anonymous procedure to report violations or complaints regarding Financial Reporting Concerns.

## **8. Queries**

If you have any questions about how this Policy should be followed in a particular case, please contact the Chairman of the Audit Committee or the General Counsel of the Company (see paragraph 3.1).

## **9. Publication of the Policy on the Website**

This policy will be posted on the Company's website at [www. http://seabridgegold.net/governance.php](http://seabridgegold.net/governance.php).