

Seabridge Gold Inc.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting of the shareholders of SEABRIDGE GOLD INC. (herein called the "Corporation") will be held at The Albany Club, 91 King Street East, Toronto, Ontario, Canada M5C 1G3 on Thursday, June 10, 2004 at the hour of 4:30 p.m. (Toronto time) for the following purposes:

1. to receive and consider the Report of the Directors, and the audited financial statements of the Corporation for the year ended December 31, 2003 and the auditors' reports thereon;
2. to appoint the auditors for the ensuing year;
3. to authorize the directors to fix the remuneration to be paid to the auditors;
4. to elect Directors for the ensuing year;
5. to approve an amendment to By-Law No. 1 of the Corporation to increase the quorum requirement for shareholders meetings to 2 shareholders in person or by proxy representing not less than 33.33% of the outstanding shares of the Corporation; and
6. to transact such other business as may properly come before the Meeting.

The accompanying management proxy circular provides additional information relating to the matters to be dealt with at the meeting and is deemed to form part of this notice.

If you are unable to attend the meeting in person, please complete, sign and date the enclosed form of proxy and return the same within the time and to the location set out in the form of proxy accompanying this notice.

DATED at Toronto, Ontario this 3rd day of May, 2004.

BY ORDER OF THE BOARD OF DIRECTORS

Rudi P. Fronk
President and CEO

Seabridge Gold Inc.

MANAGEMENT PROXY CIRCULAR

(As at May 3, 2004, except as indicated)

This management proxy circular is furnished in connection with the solicitation of proxies by the management of Seabridge Gold Inc. (the "Corporation") for use at the Annual and Special Meeting of Shareholders (the "Meeting") of the Corporation to be held on June 10, 2004 and at any adjournments thereof. The solicitation will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by officers and employees of the Corporation or by agents retained and compensated for that purpose. The cost of solicitation will be borne by the Corporation.

APPOINTMENT OF PROXYHOLDER

A duly completed form of proxy will constitute the person(s) named in the enclosed form of proxy as the shareholder's proxyholder. The persons whose names are printed in the enclosed form of proxy for the Meeting are officers or directors of the Corporation (the "Management Proxyholders").

A shareholder has the right to appoint a person other than a Management Proxyholder, to represent the shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person's name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a shareholder.

VOTING BY PROXY

Common shares of the Corporation (the "Shares") represented by properly executed proxies in the accompanying form will be voted or withheld from voting on each respective matter in accordance with the instructions of the shareholder on any ballot that may be called for.

If no choice is specified and one of the Management Proxyholders is appointed by a shareholder as proxyholder, such person will vote in favour of the matters proposed at the Meeting and for all other matters proposed by management at the Meeting.

The enclosed form of proxy also confers discretionary authority upon the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Management Proxy Circular, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting.

COMPLETION AND RETURN OF PROXY

Completed forms of proxy must be received at the office of Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, Canada M5J 2Y1 or Fax 1-866-249-7775 not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

NON-REGISTERED HOLDERS

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Corporation are "non-registered" shareholders because the Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Shares. More particularly, a person is not a registered shareholder in respect of Shares which are held on behalf of that person (the "Non-Registered Holder") but which are registered either: (a) in the name of an intermediary (an "Intermediary") that the Non-Registered Holder deals with in respect of the Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited ("CDS")) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Corporation has distributed copies of the Notice of Meeting, this

Management Proxy Circular and the Proxy (collectively, the "Meeting Materials") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and **deliver it to the Corporation** as provided above; or
- (b) more typically, be given a voting instruction form **which is not signed by the Intermediary**, and which, when properly completed and signed by the Non-Registered Holder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a "proxy authorization form") which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the Shares which they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the Management Proxyholders and insert the Non-Registered Holder's name in the blank space provided. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.**

REVOCABILITY OF PROXY

Any registered shareholder who has returned a proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing, including a proxy bearing a later date, executed by the registered shareholder or by his attorney authorized in writing or, if the registered shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. The instrument revoking the proxy must be deposited at the registered office of the Corporation, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting. **Only registered shareholders have the right to revoke a proxy. Non-Registered Holders who wish to change their vote must, at least 7 days before the Meeting, arrange for their respective Intermediaries to revoke the proxy on their behalf.**

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of common shares without par value and an unlimited number of preferred shares, issuable in series, of which 28,859,785 common shares are issued and outstanding and no preferred shares are issued and outstanding. The holders of common shares are entitled to one vote for each common share held. Holders of common shares of record at the close of business on the record date, May 10, 2004, will be entitled to receive notice of and vote at the meeting. The Corporation has only one class of shares.

Each ordinary resolution to be voted on at the Meeting must be passed by a simple majority (50%) of the votes cast on the resolution. Each special resolution to be voted on at the Meeting must be passed by 75% of the votes cast on the resolution. All resolutions to be passed at the Meeting require a 50% majority to pass.

To the knowledge of the directors and senior officers of the Corporation as of May 3, 2004, the only entities or persons that own, directly or indirectly, or exercise control or direction over shares carrying more than 10% of the voting rights attached to all shares of the Company are Pan Atlantic Bank and Trust Limited which owns 4,929,652 shares representing 17.1% of the outstanding shares of the Corporation and funds under the control of Friedberg Mercantile Group Ltd. which own 1,093,400 shares, representing 3.8%. Pan Atlantic Bank and Trust Ltd. is ultimately beneficially owned and controlled by Albert D. Friedberg and members of his immediate family; Albert D. Friedberg is the President and a director of Friedberg Mercantile Group Ltd.

ELECTION OF DIRECTORS

The directors of the Corporation are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. In the absence of instructions to the contrary, the enclosed proxy will be voted for the nominees herein listed.

Shareholder approval will be sought to fix the number of directors of the Corporation at seven (7).

The Corporation does not have an executive committee. The Corporation is required to have an audit committee. Members of this committee, and other committees of the Board, are as set out below.

Management of the Corporation proposes to nominate each of the following persons for election as a director. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name, Municipality of Residence and Position	Principal Occupation or employment and, if not a previously elected director, occupation during the past 5 years	Previous Service as a Director	Number of Common Shares beneficially owned or, directly or indirectly, Controlled ⁽⁴⁾
James S. Anthony ⁽³⁾ Toronto, Ontario, Canada Chairman of the Board ⁽⁶⁾	President, Suma Investments Inc., a private investment company since 1986.	Since October 1999	474,791 directly 438,334 indirectly
A. Frederick Banfield ^{(2),(3)} Tucson, Arizona, USA	President, Mintec Inc., a consulting and software company providing services to the minerals industry, since 1970.	Since October 1999	70,000
William M. Calhoun ^{(1),(2)} Silverton, Idaho, USA	President, W.M. Calhoun Inc., since 1983, a minerals industry consulting company.	Since February 2000	13,334
Dr. Vahid Fathi ^{(1),(2)} Naperville, Illinois, USA	Director, Stock Research at Morningstar. 1997 to 1999 Director and Senior Mining Analyst at ABN Amro, Inc.	Since December 1999	141,667
Henry Z. Fenig ⁽⁵⁾ Toronto, Ontario, Canada	Vice President and Chief Financial Officer and Director, Friedberg Mercantile Group Ltd., an investment dealer, futures commission merchant and portfolio manager since 1983.	Since November 2001	Nil
Louis J. Fox ^{(1),(3)} Taconic, Connecticut, USA	Private Businessman. From 1984 to 1999, a Senior Vice President of Gerald Metals, Inc.	Since January 2000	175,000
Rudi P. Fronk Oakville, Ontario, Canada President and CEO	President and CEO, Seabridge Gold Inc.	Since October 1999	860,000

(1) Member of the Audit Committee.

(2) Member of the Compensation Committee

(3) Member of the Corporate Governance Committee

(4) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at May 3, 2004, based upon information furnished to the Corporation by individual directors. Unless otherwise indicated, such shares are held directly.

(5) Mr. Fenig is an officer of the Friedberg Mercantile Group Ltd. which at May 3, 2004 controlled 1,093,400 common shares of the Corporation. Albert D. Friedberg is the President and a director of Friedberg Mercantile Group Ltd. See above under heading Voting Shares and Principal Holders Thereof.

(6) The position of Chairman is non-executive; the primary responsibilities are those of Lead Director as set out in the Dey Commission Report on Corporate Governance prepared for the TSX.

EXECUTIVE COMPENSATION

The following table (presented in accordance with Form 40 made under the Securities Act (Ontario)) sets forth all annual and long term compensation for services in all capacities to the Corporation and its subsidiaries for the three most recently completed financial years (to the extent required by the Rules) in respect of each of the individuals comprised of the Chief Executive Officer as at December 31, 2003 and the other four most highly compensated executive officers of the Corporation as at December 31, 2003 whose individual total compensation for the most recently completed financial year exceeded \$100,000 and any individual who

would have satisfied these criteria but for the fact that individual was not serving as such an officer at the end of the most recently completed financial year (collectively "the Named Executive Officers").

Summary Compensation Table

NEO Name and Principal Position	Year	Annual Compensation			Long Term Compensation			All other Compensation (\$)
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)	Awards		Payouts	
					Securities Under Option/SAR's granted (#)	Restricted Shares or Restricted Share Units (\$)	LTIP Payouts (\$)	
Rudi P. Fronk President and CEO	2003	\$180,000	Nil	\$14,348 ⁽¹⁾	Nil/Nil	Nil	Nil	Nil
	2002	\$150,000	Nil	\$17,234 ⁽¹⁾	250,000/Nil	Nil	Nil	Nil
	2001	\$120,000	Nil	Nil	300,000/Nil	Nil	Nil	Nil
William E. Threlkeld Senior VP	2003	\$107,000	Nil	Nil	Nil/Nil	Nil	Nil	Nil
	2002	\$124,000	Nil	Nil	300,000/Nil	Nil	Nil	Nil
	2001	\$26,000	Nil	Nil	Nil	Nil	Nil	Nil

(1) Other Annual Compensation is comprised of certain educational expenses reimbursed to Mr. Fronk by the Corporation.

Long Term Incentive Plan (LTIP) Awards

The Corporation does not have a LTIP, pursuant to which cash or non-cash compensation intended to motivate performance over a period greater than one financial year (whereby performance is measured by reference to financial performance or the price of the Corporation's securities), was paid or distributed to the Named Executive Officer(s) during the most recently completed financial year.

Option/Stock Appreciation Rights ("SAR") Grants during the most recently completed Financial Year

There were no stock options granted during the most recently completed financial year to any of the Named Executive Officers or Directors. The Corporation pursues a highly conservative approach to options for officers and directors to ensure that this form of compensation does not provide a short-term incentive to inflate values in contradiction to the Company's long-term strategy.

A Stock Option Plan was approved by shareholders at the Corporation's 2003 Annual Meeting which placed strict limits on the number, duration and pricing of options. The Plan provides that options will be exercisable over periods of up to 5 years (not the 10 years permitted by the Exchange) as determined by the Board of Directors of the Corporation and are required to have an exercise price no less than the closing market price of the Corporation's shares prevailing on the day that the option is granted (not at a discount of up to 25% as permitted by the Exchange). The maximum number of common shares which may be issued pursuant to options granted under the Stock Option Plan is 2,800,000 shares which is less than 10% of the Corporation's outstanding common shares on a fully diluted basis. Under the Plan, 2,077,500 options have been granted to date of which 120,100 have been exercised, 1,357,400 are exercisable and 600,000 are unexercisable and are subject to the two-tiered vesting conditions.

The Corporation's Board of Directors is sensitive to the concerns of shareholders with respect to the grant of stock options to insiders, namely that they can prove to be a significant but unreported expense to the Corporation and they may provide substantial, short-term windfall profits to insiders due to market conditions unrelated to the Corporation's success. Therefore, in 2002, the Board of Directors adopted new policies to make the grant of stock options more accountable and fairer to shareholders. First, the Corporation voluntarily elected to expense its option grants in its financial statements beginning January 1, 2002. Secondly, in August 2002 the Corporation adopted a vesting policy with respect to insider options to ensure that these options are not exercisable unless the Corporation's shareholders have achieved significant returns exceeding those of the industry. New insider options are now subject to a two-tier vesting policy with the first test being the attainment of a specific share price. Once the share price has met the first test, the Corporation's share price performance must exceed the TSX Gold Index by more than 20% over the preceding six months or these options will be cancelled.

**Aggregated Options/SAR Exercises in Last Financial Year
and Financial Year-End Option/SAR Values**

The following table sets forth details of all exercises of stock options during the most recently completed financial year by each of the Named Executive Officer and directors of the Corporation, and as of December 31, 2003, the number of unexercised options held by the Named Executive Officer and directors, and the value of unexercised in-the-money options on an aggregated basis. The Named Executive Officer and directors did not exercise any options in respect of the Corporation's shares during the most recently completed financial year, other than as listed below:

Name	Securities Acquired on Exercise (#)	Aggregate Value Realized (\$)	Unexercised Options/SAR's at December 31, 2003 (#) Exercisable/Unexercisable⁽¹⁾	Value of Unexercised In-the-Money Options/SAR's at December 31, 2003 (\$) Exercisable/Unexercisable
Rudi P. Fronk	1,100	\$4,800	298,900/200,000	\$1,264,940/\$620,000

- (1) In August 2002, the Corporation announced a new stock option plan for directors and senior management. New option grants to directors and senior management are subject to a two-tiered vesting policy designed to better align option compensation with the interests of shareholders. Pursuant to this new policy, in August 2002 the Board granted Mr. Fronk 200,000 options. This option grant requires a \$6.00 share price for 10 successive days for the first third to vest, a \$9.00 share price for the second third and a \$12.00 share price for the final third. Once the share price has met the first test, the Corporation's share price performance must exceed the TSX Gold Index by more than 20% over the preceding six months or these options will be cancelled.

Termination of Employment, Changes in Responsibility and Employment Contracts

The President of the Corporation was paid a salary of \$180,000 for the year ended December 31, 2003. If employment is terminated after a change of control of the Corporation, the president is entitled to a severance package consisting of 12 months salary.

Except as disclosed above, the Corporation and its subsidiaries have no compensatory plan or arrangement in respect of compensation received or that may be received by the Named Executive Officers in the Corporation's most recently completed or current financial year to compensate such executive officers in the event of the termination of employment (resignation, retirement, change of control) or in the event of a change in responsibilities following a change in control, where in respect of the Named Executive Officers the value of such compensation exceeds \$100,000.

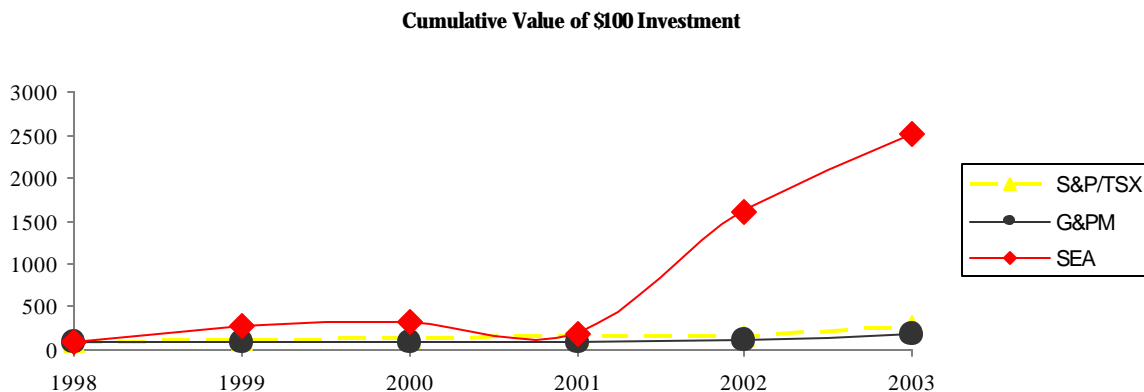
Compensation of Directors

From its inception, until 2003, the only compensation paid by the Corporation to directors consisted of stock options. In 2003 the Board's Compensation and Human Resources Committee assessed the compensation paid to directors by natural resource companies comparable to Seabridge Gold. Their recommendations were presented to, and approved by, the full Board. Commencing July 1, 2003 the Corporation adopted a compensation plan for directors which provides for annual fees of US\$15,000 to each director payable quarterly in arrears plus reimbursement of expenses directly related to their duties as directors. There is no additional compensation for attending meetings or participating in Board committees. This compensation will be reviewed on an annual basis. The Chairman and the President do not receive this compensation. In addition, the Corporation may compensate directors for services they may provide outside the role of a director. All such compensation is fully disclosed in Related Party Transactions in the Notes to the Fiscal Year 2003 Audited Financial Statements. In connection with the \$27,500 in technical services provided to the Corporation by a private company controlled by a director, the Board followed its written Conflict of Interest Policy as follows: Management obtained information on the market value of the services to be provided which demonstrated the reasonableness of the director's proposal; the Board reviewed and approved the proposed contract in the absence of the conflicted director. During 2003, the Corporation paid its non-executive Chairman \$60,000 to serve as Lead Director responsible for corporate governance matters.

During the most recently completed financial year, there were no grants of options to purchase securities of the Corporation made to the directors or Named Executive Officers of the Corporation.

SHAREHOLDER RETURN PERFORMANCE GRAPH

The following graph shows the cumulative Shareholder return for \$100 invested in Common Shares of the Corporation on December 31, 1998 compared to the cumulative total return of the S&P/TSX Venture Composite Index (the "S&P/TSX Index") and the Toronto Stock Exchange Gold & Precious Minerals Totals Returns Index (the "G & PM Index") for the past five years.



Year	1998	1999	2000	2001	2002	2003
S&P/TSX Index	\$100	\$118.00	\$146.00	\$165.00	\$171.00	\$280.00
G & PM Index	\$100	\$96.67	\$82.21	\$85.28	\$123.67	\$175.29
Seabridge	\$100	\$285.71	\$333.33	\$190.48	\$1,614.28	\$2,523.81

Note: The figures given for the S&P/TSX Venture Composite Index cover periods preceding December 10, 2001, the date such index came into existence. The Issuer has used the CDN Index for the period from November 29, 1999 to December 7, 2001 and the VSE Composite Indicator for the period from December 31, 1998 to November 26, 1999 and made adjustments to reflect the change in the values of the relevant Index upon conversion to a new index. The composition of the index and the method of calculating its value may have changed each time the index changed and, therefore, the numbers set out above may not necessarily be a true representation of cumulative total shareholder return if one consistent index had been used throughout.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Toronto Stock Exchange Committee on Corporate Governance in Canada has issued a report, (the "TSE Report"), setting out a series of guidelines for effective corporate governance. These guidelines deal with matters such as the constitution and independence of corporate Boards, their functions, the effectiveness and education of Board members and other items dealing with sound corporate governance. The TSE requires that each listed Corporation disclose on an annual basis its approach to corporate governance. The Corporation's approach to corporate governance is described below.

Although it is listed on the TSX Venture Exchange, Seabridge has elected to meet these guidelines because of the Board's wish to meet the highest standards of corporate governance.

MANDATE OF THE BOARD

The Corporation's Board of directors is responsible for the supervision of the management of the Corporation's business and affairs. Under its governing statute (the Canada Business Corporations Act), the Board is required to carry out its duties with a view to the best interests of the Corporation. The Board specifically recognizes its responsibility for the following areas:

- (a) representing the interests of the shareholders in all significant decisions affecting the Corporation and ensuring that shareholders are kept informed of developments affecting their Corporation;
- (b) reviewing and approving corporate objectives, goals and strategies with a view to enhancing shareholder value;
- (c) reviewing and approving the Corporation's operating plans and monitoring performance;
- (d) reviewing significant operational and financial issues as they arise and providing direction to management on these matters;
- (e) acting diligently to ensure that the Corporation fulfils its legal and regulatory requirements;
- (f) evaluating the effectiveness of senior management and establishing their compensation; and
- (g) evaluating whether or not directors receive the information they require to perform their duties as directors.

The frequency of the meetings of the Board of directors as well as the nature of agenda items change depending upon the state of the Corporation's affairs and in light of opportunities or risks which the Corporation faces.

COMPOSITION OF THE BOARD

The TSE Report recommends that a Board of directors be constituted with a majority of individuals who qualify as "unrelated directors". The TSE Report defines an "unrelated director" as a director who is independent of management and free from any interest and any business or other relationship, which could, or could reasonably be perceived to, materially interfere with that director's ability to act with a view to the best interest of the Corporation, other than an interest arising from shareholding. The Corporation does not have a "significant" shareholder, defined in the TSE Report as a shareholder with the ability to exercise a majority of votes for the election of directors.

The directors have examined the relevant definitions in the TSE Report and have individually considered their respective interests in and relationship with the Corporation. As a consequence, the Board has concluded that six of the Board's present seven members are "unrelated" within the meaning of the TSE Report: James S. Anthony; Frederick A. Banfield; William Calhoun; Dr. Vahid Fathi; Henry Fenig; and Louis J. Fox. The Corporate Governance Committee is responsible for reviewing and recommending a suitable approach for the Corporation to assess director performance.

The Board considers seven directors to be an appropriate size for the Board at the current time. The Board believes that the inclusion of the President and Chief Executive Officer, Rudi P. Fronk, on the Corporation's Board of directors is useful to the effective governance of the Corporation. Each director brings to the Board a specific area of expertise which is instrumental in creating a Board which is able to implement the Corporation's strategy effectively.

At present, in addition to those matters which must by law be approved by the Board, management seeks Board approval for any transaction which is out of the ordinary course of business or could be considered to be material to the business of the Corporation.

Committees

The Board has assigned specific governance responsibilities to three committees. A description of the mandate of each committee follows:

Audit Committee

The Audit Committee of Seabridge is a committee of the Board composed entirely of three outside and unrelated directors. Its overall goal is to ensure that the Corporation adopts and follows a policy of full, plain, true and timely disclosure of material financial information to its stakeholders. It reviews all material matters affecting the risks and financial well being of the Corporation and is a key part of the Corporate Governance system. The Committee is mandated to satisfy the requirements of the Canada Business Corporations Act.

The Audit Committee meets at a minimum, quarterly and on such other occasions as required. The auditors are invited to attend the meetings called to discuss the annual audit plan and the final review of the year-end financial statements. At least annually, the Committee meets with the auditors to review management's performance relating to financial reporting matters.

Specifically, the Committee:

- (a) reviews the annual statements of the Corporation and makes recommendations to the Board with respect to these statements,
- (b) reviews the quarterly financial statements and makes recommendations to the Board regarding these financial statements,
- (c) reviews and approves financial information in all prospectuses, offering circulars, and similar documents,
- (d) oversees the adequacy and accuracy of the Corporation's financial disclosure policies and obligations,
- (e) reviews significant accounting policies and estimates,
- (f) monitors the Corporation's internal controls, financial systems and procedures, and management information systems,
- (g) oversees management's reporting on internal control,
- (h) meets with the Corporation's auditors to review management's financial stewardship and to review their recommendations to management, and

- (i) recommends the appointment of auditors and reviews the terms of the audit engagement and the appropriateness of the proposed fee,
- (j) reviews through discussions or by way of a formal document the plan followed for the annual audit with the auditors and management,
- (k) evaluates the performance of the auditors,
- (l) confirms the independence of auditors,
- (m) establishes procedures for the receipt, retention and treatment of complaints received regarding accounting, internal accounting controls or auditing matters, and
- (n) establishes procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

Corporate Governance Committee

The Corporate Governance Committee is presently composed of three directors, all of which are outside and unrelated directors. This Committee has prepared and obtained approval by the Board of written policies on Fair Disclosure, Insider Trading and Conflict of Interest. Reporting to the full Board of Directors, this Committee is mandated to:

1. Prepare and recommend to the Board on an annual basis, proposed goals for the Corporation and its CEO and a mandate for the CEO;
2. Ensure that the Board is adequately informed of developments and issues within the Corporation such that it is able to fulfill its duties and responsibilities;
3. Ensure that the Board reviews and approves all major corporate decisions which could reasonably be expected to affect shareholder value;
4. Assess the effectiveness of the Board as a whole, of each of the directors and of each committee of directors and consider the impact that the number of directors has on effectiveness of the Board.
5. Conduct an annual discussion among non-management directors on the role and effectiveness of independent directors;
6. Ensure that each Board Committee has a clear, written mandate and is performing diligently the tasks necessary to limit Board liability;
7. Oversee the administration of the Corporation's Fair Disclosure Policy and Insider Trading Policy;

8. Oversee an annual review of each director's business interests in accordance with the Corporation's Conflict of Interest Policy to ascertain which conflicts might exist with respect to the interests of Seabridge and how such conflicts, if any, are to be managed so as to ensure the independence of directors and to protect the interests of Seabridge and its shareholders;
9. Review disclosure of corporate governance matters to ensure that shareholders are adequately informed of the Board's procedures for governance on their behalf.

Compensation and Human Resources Committee – Report on Executive Compensation

The Compensation Committee is presently composed of three directors, Dr. Vahid Fathi (Chairman), William Calhoun and Frederick Banfield, all of which are outside and unrelated directors. During 2002 this Committee developed and obtained Board approval of the two-tiered vesting requirements for insider options. Reporting to the full Board of Directors, this Committee is mandated to:

1. On an annual basis, review the total compensation of the President and Vice President(s) against their performance, mandates and goals and make recommendations on their compensation to the Board;
2. Review, approve and recommend to the Board for confirmation all grants of options to all directors and employees; ensure the proper administration of the Corporation's options program in conformity with the Corporation's Option Plan;
3. Review on an annual basis the Corporation's overall hiring and compensation practices with reference to industry norms.

None of the members of the Committee have any indebtedness to the Issuer or any of its subsidiaries nor have they any material interest, or have any associates or affiliates which have any material interest, direct or indirect, in any actual or proposed transaction in the last financial year which has materially affected or would materially affect the Issuer or any of its subsidiaries.

The compensation of the Issuer's executive officers is determined by the Board of Directors upon recommendations made by the Committee. The Committee met twice during the last financial year. The Issuer's executive compensation program consists of an annual base salary and a longer term component consisting of stock options, however the Committee may also recommend a bonus for management or its directors in the future.

Compensation Philosophy and Determination

The guiding philosophy of the Committee in determining compensation for executives is the need to provide a compensation package that is competitive and motivating; will attract, hold and inspire qualified executives; will encourage performance by executives to enhance the growth and development of the Issuer and its subsidiaries; and will balance the interests of the executive and those of the shareholders. Achievement of these objectives is expected to contribute to an increase in shareholder value.

The Committee positions its executive compensation at or near the low end of the range of compensation levels for comparator companies. While stock option grants to executives are low by comparison to comparator companies, the Issuer considers more modest grants appropriate given the high leverage strategy of the Issuer. The comparator companies are natural resource companies involved in the acquisition, exploration, financing, development and operation of mineral properties.

When possible, the Committee reviews independently prepared surveys which provide competitive data reflecting comparable knowledge, skills and talents and the compensation paid. In addition, the Committee collects and reviews relevant compensation data for companies similar to the Issuer from publicly available information. Variables such as corporate size and earnings and rates of growth all have an influence on compensation levels and are analyzed and considered in setting compensation.

Base Salary

The Chairman of the Committee prepares recommendations for the Committee with respect to the base salary to be paid to the Chairman and Chief Executive Officer and to other executive officers. The Committee's recommendation for base salaries for the executive officers, including the Chairman and Chief Executive Officer, are then submitted for approval by the Board of Directors of the Issuer. The compensation recommended is determined based on an assessment by the Committee of the executive's performance, a consideration of compensation levels in companies similar to the Issuer and a review of the performance of the Issuer as a whole.

Annual Bonus

Although not granted in the past, the Committee may recommend that one-time or annual bonus awards may be introduced in the future.

Stock Options

In 2003, the Issuer adopted a Stock Option Plan to comply with TSX Venture Exchange requirements, the purpose of which is to allow the Issuer to grant options to directors, officers, employees and consultants, as additional compensation, and as an opportunity to participate in the success of the Issuer. The granting of such options is intended to align the interests of such persons with that of the shareholders. Options will be exercisable over periods of up to 5 years (not the 10 years permitted by the Exchange) as determined by the Board of Directors of the Issuer and are required to have an exercise price no less than the closing market price of the Issuer's shares prevailing on the day that the option is granted (not at a discount of up to 25% as permitted by the Exchange).

The Issuer's Board of Directors is sensitive to the concerns of shareholders with respect to the grant of stock options to executives, namely that they can prove to be a significant but unreported expense to the Issuer and they may provide substantial, short-term windfall profits to executives due to market conditions unrelated to the Issuer's success. Therefore, in 2002, the Board of Directors adopted new policies to make the grant of stock options more accountable and fairer to shareholders. First, the Issuer voluntarily elected to expense its option grants in its financial statements beginning January 1, 2002. Second, in August 2002 the Issuer adopted a vesting policy with respect to executive options to ensure that these options are not exercisable unless the Issuer's shareholders have achieved significant returns exceeding those of the industry. New executive options are now subject to a two-tier vesting policy with the first test being the attainment of a specific share price. Once the share price has met the first test, the Issuer's share price performance must exceed the TSX Gold Index by more than 20% over the preceding six months or these options will be cancelled.

Chief Executive Officer Compensation

The compensation of the Chief Executive Officer ("CEO") consists of an annual base salary and stock options determined in the manner described in the above discussion of compensation for all executive officers. If employment is terminated after a change of control of the Issuer, the CEO is entitled to a severance package consisting of 12 months salary.

The foregoing report has been submitted by:

Dr. Vahid Fathi (Chairman)
William M. Calhoun
A. Fredrick Banfield

RESPONSE TO SHAREHOLDERS

The Corporation communicates regularly with its shareholders and maintains a website at www.seabridgegold.net. Management is available to shareholders to respond to questions and concerns on a prompt basis. The Board believes that management's communications with shareholders, and the avenues available for shareholders and others interested in the Corporation to have their inquiries about the Corporation answered, are responsive and effective.

If you have issues, questions or comments which you would like to have considered by your directors at the Annual and Special Meeting of Shareholders please advise us at: The Secretary, Seabridge Gold Inc., 172 King Street East, Suite 300, Toronto, Ontario, Canada M5A 1J3, info@seabridgegold.net or by fax at 416-367-2711.

EXPECTATIONS AND ACCOUNTABILITY OF MANAGEMENT

The Board's access to information relating to the operations of the Corporation, through the membership on the Board of directors of a key member of management and, as necessary, the attendance by other members of management at the request of the Board, are key elements to the effective and informed functioning of the Board of the Corporation. Monthly financial reports are provided to all directors which reconcile actual to budgeted expenditures. In addition, commencing with the first quarter of 2004, the Corporation's auditors will undertake formal reviews of quarterly financial statements. This review includes a meeting between the Board's Audit Committee and the auditors. In the past, the Corporation has followed this procedure on an informal basis but has elected to formalize the review in keeping with new standards for continuous financial disclosure. The Board believes that a formal review by the auditors is a useful way to assure shareholders of management's accountability.

The Board is directly involved in setting and approving goals and plans and monitoring performance. This process establishes clear expectations of management and accountability for results. The Board expects the Corporation's management to take the initiative in identifying opportunities and risks affecting the Corporation's business and finding ways to deal with these opportunities and risks for the benefit of the Corporation. The Board is confident that the Corporation's management responds ably to this expectation.

INDEBTEDNESS TO CORPORATION OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

There is no indebtedness of any director, executive officer, senior officer, proposed nominee for election as a director or associate of them, to or guaranteed or supported by the Corporation or any of its subsidiaries either pursuant to an employee stock purchase program of the Corporation or otherwise, during the most recently completed financial year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No insider or proposed nominee for election as a director of the Corporation and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's last completed financial year or in any proposed transaction which in either such case has materially affected or will materially affect the Corporation.

APPOINTMENT OF AUDITORS

Shareholders will be asked to vote on the reappointment of KPMG LLP, Chartered Accountants, of Suite 3300 Commerce Court West, Toronto, Ontario, as Auditors of the Corporation for the ensuing year at a remuneration to be fixed by the Directors. KPMG LLP was first appointed the auditors of the Corporation on April 24, 2002. Shareholders are asked to approve the appointment of KPMG LLP, Chartered Accountants, as the Auditors of the Corporation for the ensuing year.

AUDITORS' FEES

For the years ended December 31, 2003 and 2002, the Corporation paid the external auditors \$125,000 as detailed below:

	<u>2003</u>	<u>2002</u>
Audit services	\$30,000	\$20,000
Audit related services	<u>31,000</u>	<u>44,000</u>
	<u>\$61,000</u>	<u>\$64,000</u>

MANAGEMENT CONTRACTS

No management functions of the Corporation are performed to any substantial degree by a person other than the directors or senior officers of the Corporation.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out herein, no director or senior officer of the Corporation or any proposed nominee of management of the Corporation for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons, has any substantial interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the meeting.

OTHER MATTERS

Amendment of By-Laws

At the time of the Corporation's application for a listing on the American Stock Exchange (AMEX) the Board approved amendments to By-Law No. 1 of the Corporation to increase the quorum requirements for shareholders meetings to increase it from "shareholders present in person or represented by proxy or duly authorized representative, being not less than two (2) in number" to make it "not less than two (2) shareholders present in person or represented by proxy or duly authorized representative, representing not less than 33 1/3% of the issued and outstanding shares in the capital of the Corporation". This change was required by AMEX and the Corporation's shareholders must approve such amendment at the Meeting or it will lapse. Therefore, in order for the Corporation to continue to satisfy the AMEX requirements it is seeking shareholder approval by ordinary resolution to the above described amendment to By-Law No. 1.

Management of the Corporation is not aware of any other matter to come before the meeting other than as set forth in the notice of meeting. If any other matter properly comes before the meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is on SEDAR at www.sedar.com. Shareholders may contact the Corporation at 172 King Street East, Suite 300, Toronto, Ontario, Canada M5A 1J3 or by phone 416-367-9292 or by fax 416-367-2711 or by e-mail at info@seabridgegold.net to request copies of the Corporation's financial statements and MD&A.

Financial information is provided in the Corporation's comparative financial statements and MD&A for its most recently completed financial year which are filed on SEDAR.

The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

DATED this 3rd day of May, 2004.

Seabridge Gold Inc.

Rudi P. Fronk,
President and CEO