

SEABRIDGE GOLD INC.

Whistleblower Policy – Accounting and Auditing Matters

1.0 INTRODUCTION

Seabridge Gold Inc. (the "**Company**") is committed to maintaining the highest standards of business conduct and ethics, as well as full compliance with all applicable government laws, rules 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 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 purposes 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 noncompliance with the Company or any of its subsidiaries' internal policies and controls;
- (f) misrepresentation or a false statement 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.

2.0 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 educated about its importance.

group, including any governmental, regulatory or law enforcement body, investigating a Financial Reporting Concern.

5.0 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 and 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.

6.0 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.

7.0 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.

8.0 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).

9.0 PUBLICATION OF THE POLICY ON WEBSITE

This Policy will be posted on the Company's website at: www.seabridgegold.net.

July 2005

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