

SEABRIDGE GOLD INC  
Form SUPPL  
February 19, 2010

The information contained in this prospectus supplement is not complete and may be changed. This prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Filed pursuant to General Instruction II. L of Form F-10;  
File No. 333-164530

## Subject to Completion, dated February 19, 2010

**PRELIMINARY PROSPECTUS SUPPLEMENT**  
(To Prospectus Dated February 12, 2010)

### 2,500,000 Common Shares

### SEABRIDGE GOLD INC.

### US\$ per Common Share

Seabridge Gold Inc. ( **Seabridge** or the **Company** ) is offering (this **Offering** ) 2,500,000 common shares, without par value (the **Common Shares** ). The outstanding Common Shares are listed on the Toronto Stock Exchange (the **TSX** ) under the symbol **SEA** and on the NYSE AMEX Equities (formerly the American Stock Exchange) ( **AMEX** ) under the symbol **SA** . On February 18, 2010, the closing price of the Common Shares on the TSX and AMEX was CDN\$25.54 and US\$24.66 per Common Share, respectively.

**Investing in the Common Shares involves significant risks. See Risk Factors beginning on page 24 of the accompanying prospectus.**

	Per Common Total Share	
Public offering price	US\$	US\$
Underwriting commissions	US\$	US\$
Proceeds, before expenses, to the Company	US\$	US\$

The Company has granted the underwriters (the **Underwriters** ) a 30-day option (the **Over-Allotment Option** ) to purchase up to 375,000 additional Common Shares to cover any over-allotments, if any.

US\$ per Common Share

Delivery of the Common Shares is expected to occur on or about March , 2010.

**This offering is made by a Canadian issuer that is permitted under a multi-jurisdictional disclosure system adopted by the United States and Canada to prepare this prospectus supplement and the accompanying prospectus in accordance with Canadian disclosure requirements. Prospective investors should be aware that such requirements are different from those of the United States. The Company prepares its financial statements, including those incorporated by reference in the accompanying prospectus, in accordance with Canadian generally accepted accounting principles, and such financial statements are subject to Canadian auditing and auditor independence standards. The Company's financial statements may not be comparable to financial statements of United States companies.**

**Prospective investors should be aware that the acquisition and disposition of Common Shares may have tax consequences both in the United States and in Canada. This prospectus supplement and the accompanying prospectus may not describe these tax consequences fully.**

**The enforcement of civil liabilities under the United States federal securities laws may be affected adversely by the fact that the Company exists under the federal laws of Canada, many of the Company's officers and directors are residents of Canada, some or all of the experts named in this prospectus supplement and the accompanying prospectus are residents of Canada, and most of the Company's assets and the assets of said persons are located outside the United States.**

**Neither the United States Securities and Exchange Commission nor any state securities regulator has approved or disapproved of the Common Shares offered hereby, passed upon the accuracy or adequacy of this prospectus supplement and the accompanying prospectus or determined if this prospectus supplement and the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offence.**

*Joint Book-Running Managers*

Dahlman Rose & Company

**Nomura Securities**  
*Co-Manager*

**CI Capital Markets**

The date of this prospectus supplement is , 2010

---

TABLE OF CONTENTS

**TABLE OF CONTENTS**  
**Prospectus Supplement**

	Page
<u>GENERAL MATTERS</u>	<u>ii</u>
<u>CAUTIONARY NOTE TO UNITED STATES INVESTORS</u>	<u>ii</u>
<u>NOTICE REGARDING PRESENTATION OF FINANCIAL INFORMATION</u>	<u>iii</u>
<u>CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS</u>	<u>iii</u>
<u>SUMMARY</u>	<u>S-1</u>
<u>USE OF PROCEEDS</u>	<u>S-4</u>
<u>CONSOLIDATED CAPITALIZATION</u>	<u>S-5</u>
<u>CERTAIN INCOME TAX CONSIDERATIONS FOR U.S. HOLDERS</u>	<u>S-6</u>
<u>CERTAIN INCOME TAX CONSIDERATIONS FOR CANADIAN HOLDERS</u>	<u>S-11</u>
<u>PRICE RANGE AND TRADING VOLUME</u>	<u>S-13</u>
<u>UNDERWRITING</u>	<u>S-14</u>
<u>LEGAL MATTERS</u>	<u>S-18</u>
<u>DOCUMENTS INCORPORATED BY REFERENCE</u>	<u>S-18</u>
<u>DOCUMENTS FILED AS PART OF THE REGISTRATION STATEMENT</u>	<u>S-20</u>
<u>ADDITIONAL INFORMATION</u>	<u>S-20</u>

**Prospectus**

	Page
<u>ABOUT THIS PROSPECTUS</u>	<u>1</u>
<u>CAUTIONARY NOTE TO UNITED STATES INVESTORS</u>	<u>1</u>
<u>NOTICE REGARDING PRESENTATION OF FINANCIAL INFORMATION</u>	<u>2</u>
<u>CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS</u>	<u>2</u>
<u>EXCHANGE RATE INFORMATION</u>	<u>4</u>
<u>THE COMPANY</u>	<u>5</u>
<u>MANAGEMENT</u>	<u>23</u>
<u>RISK FACTORS</u>	<u>24</u>
<u>USE OF PROCEEDS</u>	<u>32</u>
<u>DESCRIPTION OF SHARE CAPITAL</u>	<u>32</u>
<u>PRINCIPAL SHAREHOLDERS</u>	<u>33</u>
<u>TRADING PRICE AND VOLUME</u>	<u>34</u>
<u>PRIOR SALES</u>	<u>34</u>
<u>DIVIDEND POLICY</u>	<u>34</u>
<u>PLAN OF DISTRIBUTION</u>	<u>35</u>
<u>CERTAIN INCOME TAX CONSIDERATIONS</u>	<u>35</u>
<u>LEGAL MATTERS</u>	<u>35</u>
<u>AUDITORS, TRANSFER AGENT AND REGISTRAR</u>	<u>36</u>
<u>INTEREST OF EXPERTS</u>	<u>36</u>
<u>DOCUMENTS INCORPORATED BY REFERENCE</u>	<u>37</u>

<u>ADDITIONAL INFORMATION</u>	<u>39</u>
<u>DOCUMENTS FILED AS PART OF THE REGISTRATION STATEMENT</u>	<u>39</u>
<u>GLOSSARY OF TECHNICAL TERMS</u>	<u>40</u>
<u>ENFORCEABILITY OF CIVIL LIABILITIES</u>	<u>41</u>

i

---

TABLE OF CONTENTS

## GENERAL MATTERS

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this Offering and also adds to and updates certain information contained in the accompanying prospectus and the documents incorporated by reference therein. The second part is the accompanying prospectus, which gives more general information, some of which may not apply to this Offering. This prospectus supplement is deemed to be incorporated by reference into the accompanying prospectus solely for the purposes of this Offering. If the description of the Common Shares varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

You should rely only on the information contained in this prospectus supplement or contained or incorporated by reference in the accompanying prospectus. The Company has not, and the Underwriters have not, authorized any other person to provide you with different or inconsistent information. If anyone provides you with different or inconsistent information, you should not rely on it. The Company and the Underwriters are not making an offer of the Common Shares in any jurisdiction where the offer is not permitted. You should assume that the information appearing in this prospectus supplement and the accompanying prospectus is accurate only as of the date on the front of those documents and that information contained in any document incorporated by reference in the accompanying prospectus is accurate only as of the date of that document. The Company's business, financial condition, results of operations and prospects may have changed since those dates.

Unless the context otherwise requires, references in this prospectus supplement and the accompanying prospectus to Seabridge or the Company include Seabridge Gold Inc. and each of its subsidiaries. All capitalized terms used but not otherwise defined herein have the meanings provided in the accompanying prospectus.

## CAUTIONARY NOTE TO UNITED STATES INVESTORS

The Company is permitted under a multi-jurisdictional disclosure system adopted by the securities regulatory authorities in Canada and the United States to prepare this prospectus supplement, the accompanying prospectus and the documents incorporated by reference in the accompanying prospectus in accordance with the requirements of Canadian securities laws, which differ from the requirements of U.S. securities laws. National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ( **NI 43-101** ) is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. Unless otherwise indicated, all resource estimates contained in this prospectus supplement or contained or incorporated by reference in the accompanying prospectus have been prepared in accordance with NI 43-101 and the Canadian Institute of Mining, Metallurgy and Petroleum Classification System.

These standards differ significantly from the requirements of the U.S. Securities and Exchange Commission (the **SEC** ), and resource information contained herein, in the accompanying prospectus and in the documents incorporated by reference in the accompanying prospectus may not be comparable to similar information disclosed by U.S. companies.

Without limiting the foregoing, this prospectus supplement and the accompanying prospectus, including the documents incorporated by reference in the accompanying prospectus, use the terms measured, indicated and inferred resources. U.S. investors are cautioned that, while such terms are recognized and required by Canadian securities laws, the SEC does not recognize them. Under U.S. standards, mineralization may not be classified as a reserve unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. U.S. investors are cautioned not to assume that all or any part of measured

or indicated resources will ever be converted into reserves.

U.S. investors should also understand that inferred resources have a great amount of uncertainty as to their existence and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of the inferred resources exist, are economically or legally mineable or will ever be upgraded to a higher category. Therefore, U.S. investors are also cautioned not to assume that all or any part of the inferred resources exist, or that they can be mined legally or economically. Disclosure of contained ounces in a mineral resource is permitted disclosure under Canadian regulations; however, the SEC normally only permits

ii

---

## TABLE OF CONTENTS

issuers to report resources as in place tonnage and grade without reference to unit measures. Accordingly, information concerning descriptions of mineralization and resources contained in this prospectus supplement and the accompanying prospectus, or in the documents incorporated by reference in the accompanying prospectus, may not be comparable to information made public by U.S. companies subject to the reporting and disclosure requirements of the SEC.

## **NOTICE REGARDING PRESENTATION OF FINANCIAL INFORMATION**

The financial statements incorporated by reference in the accompanying prospectus, and the selected consolidated financial data derived therefrom included herein and in the accompanying prospectus, are presented in Canadian dollars. In this prospectus supplement and the accompanying prospectus, references to CDN\$ or \$ are to Canadian dollars and references to US\$ are to United States dollars. See Exchange Rate Information in the accompanying prospectus. On February 18, 2010, the noon buying rate as reported by the Bank of Canada for the conversion of one Canadian dollar into United States dollars was CDN\$1.00 equals US\$0.9568.

The financial statements incorporated by reference in the accompanying prospectus, and the selected consolidated financial data derived therefrom included herein and in the accompanying prospectus, have been prepared in accordance with Canadian generally accepted accounting principles ( **Canadian GAAP** ). Canadian GAAP differs in some material respects from U.S. generally accepted accounting principles ( **U.S. GAAP** ), and so these financial statements are not comparable to the financial statements of U.S. companies. For a discussion of the principal differences between the Company's financial results under Canadian GAAP and U.S. GAAP, prospective investors should refer to the Company's audited related supplemental note entitled Reconciliation with United States Generally Accepted Accounting Principles Item 18 as at December 31, 2008 and 2007 and for each of the years in the three-year period ended December 31, 2008, and the unaudited related supplemental note entitled Reconciliation with United States Generally Accepted Accounting Principles Item 18 as at September 30, 2009 and for the three month and nine month periods ended September 30, 2009 and 2008. See Documents Incorporated by Reference.

## **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference in the accompanying prospectus contain forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995 and forward-looking information within the meaning of Canadian securities laws concerning the Company's projects, business approach and plans, including estimated production, capital, operating and cash flow estimates and other matters at the Company's KSM Project and Courageous Lake Project. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as expects, anticipates, plans, projects, estimates, assumes, intends, strategy, goals, objectives or v stating that certain actions, events or results may, could, would, might or will be taken, occur or be achieved, or negative of any of these terms and similar expressions) are not statements of historical fact and may be forward-looking statements and forward-looking information (collectively referred to in the following information simply as forward-looking statements). In addition, statements concerning mineral resource estimates constitute forward-looking statements to the extent that they involve estimates of the mineralization expected to be encountered

if a mineral property is developed.

Forward-looking statements are necessarily based on estimates and assumptions made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments. In making the forward-looking statements in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference in the accompanying prospectus, the Company has applied several material assumptions including, but not limited to, the assumption that: (1) market fundamentals will result in sustained demand and prices for gold and copper, and to a much lesser degree, silver and molybdenum; (2) the potential for production at the Company's mineral projects will continue operationally, legally and economically; (3) any additional financing needed will be available on reasonable terms; and (4) estimated resources at the Company's projects have merit and there is continuity of mineralization as reflected in such estimates.



TABLE OF CONTENTS

Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors that could cause actual events or results to differ from those expressed or implied by the forward-looking statements, including, without limitation:

the Company's history of losses and expectation of future losses;  
risks related to the Company's ability to finance its exploration activities and future development activities through joint ventures, the sale of property interests or obtaining suitable financing;  
uncertainty of whether there are any economic reserves existing on the Company's mineral properties;  
uncertainties relating to the assumptions underlying the Company's resource estimates;  
uncertainty of estimates of capital costs, operating costs, production and economic returns;  
risks related to commercially producing precious metals from the Company's mineral properties;  
risks related to fluctuations in the market price of gold, copper and other metals;  
risks related to fluctuations in foreign exchange rates;  
mining, exploration and development risks that could result in damage to mineral properties, plant and equipment, personal injury, environmental damage and delays in mining, which may be uninsurable;  
risks related to obtaining all necessary permits and governmental approvals for exploration and development activities, including in respect of environmental regulation;  
uncertainty related to title to the Company's mineral properties;  
risks related to unsettled First Nations rights and title;  
risks related to increases in demand for exploration, development and construction services equipment, and related cost increases;  
increased competition in the mining industry;  
the Company's need to attract and retain qualified management and personnel;  
risks related to some of the Company's directors' and officers' involvement with other natural resource companies; and  
the Company's classification as a passive foreign investment company under the United States tax code.  
This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, including, without limitation, those referred to in the accompanying prospectus under the heading "Risk Factors" and elsewhere in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference in the accompanying prospectus. In addition, although the Company has attempted to identify important factors that could cause actual achievements, events or conditions to differ materially from those identified in the forward-looking statements, there may be other factors that cause achievements, events or conditions not to be as anticipated, estimated or intended. It is also noted that while Seabridge engages in exploration and development of its properties, it will not undertake production activities by itself.

These forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made and the Company does not assume any obligation to update forward-looking statements, except as required by applicable securities laws, if circumstances or management's beliefs, expectations or opinions should change. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

TABLE OF CONTENTS

## SUMMARY

*The following summary contains basic information about the Company and this Offering and is not intended to be complete. This description does not contain all of the information about the Company and its properties and business that you should consider before investing in the Common Shares. You should carefully read the entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference in the accompanying prospectus before making an investment decision. See Documents Incorporated by Reference and Additional Information . You should also carefully consider the matters discussed under Risk Factors in the accompanying prospectus.*

## The Company

Since 1999, Seabridge has taken steps to achieve its goal of providing strong returns to shareholders by maximizing leverage to the price of gold. The Company's strategy to achieve this goal is to optimize gold ownership per Common Share by increasing gold resources more rapidly than shares outstanding. The Company believes this ratio of gold resources per Common Share has provided a simple but effective measure for evaluating dollars spent on behalf of shareholders.

In 1999, management decided that Seabridge's strategic focus would be on acquiring, exploring and developing gold deposits. Seabridge determined it would not build or operate mines, but that it would look to partner with other companies or sell assets that were ready for production. In the Company's view, building mines adds considerable technical and financial risks and requires a different set of skills and resources. Seabridge also concluded that early stage exploration would be too risky in terms of trying to achieve a growing ratio of gold resources per Common Share. The Company therefore narrowed the activities it would undertake to the following three phases, which phases it planned to progress through in the following order, subject to increases in the price of gold: (i) acquiring known gold deposits, (ii) expanding the deposits, and (iii) defining the economic parameters of the deposits through engineering studies and upgrading mineral resources to reserves. The Company believed this was a relatively lower-risk and less capital-intensive strategy consistent with the goal of optimizing gold resources per Common Share.

In 1999, Seabridge set out to buy gold deposits in North America that were not economic in a low gold price environment. North America was selected as the preferred jurisdiction because of its established mineral tenure and permitting procedures, political stability and infrastructure advantages. At that time, many projects were for sale at distressed prices as producers struggled to stay in business. Seabridge decided it would acquire projects with three main characteristics:

1. Estimated resources with quality work done by reputable companies;
2. Upside exploration potential; and
3. Low holding costs to conserve cash in the event that a higher gold price was not achieved.

From 1999 to 2002, Seabridge acquired eight deposits with gold resources in North America, paying less than US\$1.00 per ounce of resource (using aggregate ounces from all resource categories, including inferred resources) and has been paying less than US\$0.10 per ounce per year in holding costs.

By 2002, with the gold price on the rise, the Company believed that it was becoming more expensive to acquire existing resources, and the cost-benefit equation tilted in favor of increasing gold ownership through exploration. Seabridge's strategy entered its second phase, which was to expand the Company's resource base through carefully

targeted exploration. This phase proved highly successful, with total measured and indicated gold resources growing 431% between 2003 and 2009, and Common Shares outstanding increasing only 36.3% during the same period.

By 2008, the gold price had risen sufficiently to make Seabridge think that a number of its projects might be economic. Therefore Seabridge began work on the third phase of its strategy: defining the economics of its projects through engineering studies and upgrading mineral resources to reserves. This effort focused on the KSM Project, which, during the exploration phase, had emerged as the Company's most important asset. The permitting process began and the Company undertook a substantial infill drilling program to raise the confidence level in the project's resources. Work now in progress is anticipated to lead to a completed preliminary feasibility study for the KSM Project in April 2010.

S-1

---

TABLE OF CONTENTS

The Company's attention is now turning to its second-largest asset, the Courageous Lake Project. A preliminary economic assessment of this project was completed in early 2008 and indicated that the project's economics were marginal at the then-prevailing gold price. Given the increase in the gold price since early 2008, the Company is considering a plan to take the Courageous Lake Project along a similar development path to the KSM Project, including additional drilling, the commencement of the permitting process and further engineering work to move towards a preliminary feasibility study.

To date, work on the KSM Project and the Courageous Lake Project has been funded in part by the sale of non-core assets, consistent with the Company's strategy of limiting share dilution. The Company intends to continue selling non-core assets as opportunities arise.

At the date of this prospectus supplement, the estimated gold resources at the Company's properties are set forth in the following table and are broken down by project and resource category.

**Mineral Resources (Gold and Copper)<sup>(1)</sup>**

Cut-Off Grade (g/T)	Measured					Indicated					Inferred				
	Tonnes (000 s)	Gold Grade (g/T)	Gold (000 s ozs)	Copper Grade (%)	Copper (million lbs)	Tonnes (000 s)	Gold Grade (g/T)	Gold (000 s ozs)	Copper Grade (%)	Copper (million lbs)	Tonnes (000 s)	Gold Grade (g/T)	Gold (000 s ozs)	Copper Grade (%)	
0.50	659,700	0.64	13,574	0.17	2,472	1,080,900	0.58	20,156	0.17	4,050	537,000	0.44	7,597	0.14	
gold equiv.						159,000	0.63	3,221	0.28	981	144,000	0.50	2,317	0.16	
						237,500	0.26	1,985	0.48	2,513	76,100	0.20	489	0.30	
	659,700	0.64	13,574	0.17	2,472	1,477,400	0.53	25,362	0.23	7,544	757,100	0.43	10,403	0.16	
0.83	6,293	2.92	591			53,020	2.14	3,648			93,720	1.98	5,966		
0.55						18,657	1.54	924			1,722	1.10	61		
0.34	3,480	0.98	110			54,330	0.91	1,591			44,800	0.72	1,043		
1.00	1,260	8.01	324			340	7.041	76			2,079	3.71	248		
0.25	4,120	0.57	75			8,260	0.53	140			7,950	0.37	93		

(1) These resource estimates have been prepared in accordance with NI 43-101. See Cautionary Note to United States Investors.

Seabridge intends to seek a sale or joint venture of its two core assets, the KSM Project and the Courageous Lake Project, or a sale of the Company when the current phase of better defining the economics of these projects has been further advanced. Realizing value for the Company's shareholders will depend on the potential financial return for a prospective purchaser or partner as well as market conditions at the time, especially gold and copper prices. The timing of sales or partnership agreements, if any, cannot be determined at this time.

Scientific and technical information contained in this summary has been extracted from materials prepared by various qualified persons as more particularly described in the accompanying prospectus. See The Company's KSM Project

The Company Courageous Lake Project and Interest of Experts in the accompanying prospectus.

S-2

---

TABLE OF CONTENTS

## The Offering

Issuer

Seabridge Gold Inc.

Securities offered

2,500,000 Common Shares.

Public offering price

US\$ per Common Share.

Common Shares outstanding after this Offering<sup>(1)</sup>

40,160,185 Common Shares (40,535,185 Common Shares if the Over-Allotment Option is exercised in full).

Over-Allotment Option

The Company has granted the Underwriters an Over-Allotment Option, exercisable at any time, in whole or in part, for a period of 30 days following the closing of this Offering, to purchase up to an additional 375,000 Common Shares at the public offering price set forth on the cover of this prospectus supplement (less the underwriting commissions) to cover over-allotments, if any.

Use of proceeds

The Company estimates that the net proceeds from this Offering will be approximately US\$57.2 million (approximately US\$65.9 million if the Underwriters exercise the Over-Allotment Option in full), after deducting the underwriting commissions (other than the discretionary incentive fee) and estimated expenses of this Offering. The Company intends to use the net proceeds from this Offering for general corporate purposes, including to fund the exploration and development of the Company's mineral properties, notably the Courageous Lake Project. See Use of Proceeds .

Tax considerations

Purchasing the Common Shares may have tax consequences in both the United States and Canada. This prospectus supplement and the accompanying prospectus may not describe these consequences fully. You should read the tax discussion in this prospectus supplement and consult with your own tax advisor. See Certain Income Tax Considerations for U.S. Holders and Certain Income Tax Considerations for Canadian Holders .

Stock exchange symbols

The outstanding Common Shares are listed on the TSX under the symbol SEA and on AMEX under the symbol SA . The Company has applied to list the Common Shares offered hereby on the TSX and AMEX. Listing will be subject to the Company fulfilling all of the listing requirements of the TSX and AMEX.

Risk factors

An investment in the Common Shares involves significant risk. See Risk Factors beginning on page 24 of the accompanying prospectus for a discussion of certain factors you should carefully consider before deciding to invest in the Common Shares.

Based on Common Shares outstanding as of February 18, 2010. This figure excludes 1,751,000 Common Shares

(1) reserved for issuance pursuant to outstanding stock options as of the date of this prospectus supplement, which are exercisable at a weighted average exercise price of CDN\$13.92.

S-3

---

TABLE OF CONTENTS

## USE OF PROCEEDS

The Company estimates that the net proceeds from this Offering will be approximately US\$57.2 million (approximately US\$65.9 million if the Over-Allotment Option is exercised in full), based on an assumed public offering price of US\$24.66, which was the closing price of the Common Shares on AMEX on February 18, 2010, and after deducting the underwriting commissions (other than the discretionary incentive fee) and estimated expenses of this Offering. The Company intends to use the net proceeds from this Offering for general corporate purposes, including to fund the exploration and development of the Company's mineral properties, notably the Courageous Lake Project. Pending such uses, the Company intends to invest the net proceeds from this Offering in bills of exchange accepted by a Schedule I chartered bank under the *Bank Act* (Canada) and other investments guaranteed by the Government of Canada.

Although the Company intends to use the net proceeds from this Offering for the purposes set forth above, the Company reserves the right to use such net proceeds for other purposes to the extent that circumstances, including results obtained from the Company's mineral exploration or other sound business reasons, make such use necessary or, in the Company's opinion, advisable.

S-4

---

TABLE OF CONTENTS**CONSOLIDATED CAPITALIZATION**

The following table sets forth the cash and cash equivalents, short term deposits and consolidated capitalization of the Company as at September 30, 2009 on (i) an actual basis and (ii) as adjusted to give effect to this Offering based on an assumed public offering price of CDN\$25.77 per share, which was the closing price of the Common Shares on the AMEX on February 18, 2010 converted to Canadian dollars based on the noon buying rate as reported by the Bank of Canada on February 18, 2009, after deducting the underwriting commissions (other than the discretionary incentive fee) and estimated expenses of this Offering (assuming no exercise of the Over-Allotment Option). This table should be read in conjunction with the amended unaudited interim consolidated financial statements of the Company for the three and nine months ended September 30, 2009, together with the notes thereto and management's discussion and analysis thereof, incorporated by reference in the accompanying prospectus. See Documents Incorporated by Reference .

	As at September 30, 2009	
	Actual	As Adjusted
	(thousands, unaudited)	
Cash and cash equivalents	\$ 329	\$ 60,061
Short-term deposits <sup>(1)</sup>	\$ 13,731	\$ 13,731
Long-term debt	\$	\$
Shareholders' Equity:		
Share capital (authorized: unlimited; outstanding as at September 30, 2009: 37,598,685; as adjusted to give effect to this Offering: 40,098,685) <sup>(2)</sup>	114,027	173,759
Stock options	6,661	6,661
Contributed surplus	126	126
Deficit	(20,472 )	(20,472 )
Accumulated other comprehensive income (loss)	87	87
Total shareholders equity	\$ 100,429	\$ 160,161
Total capitalization	\$ 100,429	\$ 160,161

(1) Short-term deposits consist of bills of exchange accepted by a Schedule I chartered bank under the *Bank Act* (Canada) and investments guaranteed by the Government of Canada.

(2) This figure excludes 1,797,500 Common Shares reserved for issuance pursuant to outstanding stock options as at September 30, 2009, which are exercisable at a weighted average exercise price of CDN\$13.72.

S-5



TABLE OF CONTENTS

# **CERTAIN INCOME TAX CONSIDERATIONS FOR U.S. HOLDERS**

## **Material United States Federal Income Tax Consequences**

The following is a summary of the material U.S. federal income tax considerations applicable to the ownership of common shares of the Company. Unless otherwise stated, this summary deals only with shareholders that are U.S. Holders (as defined below) who hold their Common Shares as capital assets (generally, assets held for investment purposes).

This summary is based on provisions of the U.S. Internal Revenue Code of 1986, as amended (the Code), existing and proposed U.S. Treasury regulations promulgated thereunder by the Internal Revenue Service (IRS), administrative and judicial interpretations thereof, and the U.S.-Canada Tax Treaty, each as in effect as of the date of this prospectus supplement. These sources may change, possibly with retroactive effect, and are open to differing interpretations.

As used in this section, the term U.S. Holder means a beneficial owner of a Common Share who is:

an individual citizen or resident of the United States or an individual treated as a U.S. citizen or resident for U.S. federal income tax purposes;

a corporation or other entity taxable as a corporation for U.S. federal income tax purposes created or organized in or under the laws of the United States, any State or the District of Columbia;

an estate, the income of which is subject to U.S. federal income taxation regardless of its source; or any trust if (A)(i) a court within the United States is able to exercise primary supervision over the administration of the trust and (ii) one or more United States persons have the authority to control all substantial decisions of the trust, or (B) such trust validly elects to be treated as a United States person.

The term Non-U.S. Holder means a beneficial owner of a Common Share that is an individual, corporation, estate or trust and is not a U.S. Holder. The tax consequences to a Non-U.S. Holder may differ substantially from the tax consequences to a U.S. Holder.

This summary does not discuss all aspects of U.S. federal income taxation that may be applicable to persons in light of their particular circumstances or to persons who are subject to special treatment under U.S. federal income tax law, including: insurance companies; dealers in stocks, securities or currencies; financial institutions and financial services entities; regulated investment companies; tax-exempt organizations; persons that directly, indirectly or constructively own 10% or more of the Company's total stock entitled to vote; individual retirement and other tax-deferred accounts; and persons liable for the alternative minimum tax. This summary also does not consider the possible application of U.S. federal gift or estate tax or alternative minimum tax, nor any state or local tax consequences.

If a partnership or an entity treated as a partnership for U.S. federal income tax purposes owns Common Shares, the U.S. federal income tax treatment of a partner in such a partnership will generally depend upon the status of the partner and the activities of the partnership. A partnership that owns Common Shares and the partners in such partnership should consult their own tax advisors about the U.S. federal income tax consequences of holding and disposing of Common Shares.

All persons are urged to consult their own tax advisors as to the particular tax consequences to them of an investment in the Company's Common Shares, including the effect and applicability of United States federal, state, local and foreign income and other tax laws (including estate and gift tax laws) and tax treaties.

Passive Foreign Investment Company Considerations

Special, generally adverse U.S. federal income tax rules would apply to a U.S. Holder of Common Shares if the Company were a PFIC at any time during which the U.S. Holder held Common Shares. For U.S. federal income tax purposes, the Company will be considered a PFIC in any taxable year in which either (i) 75% or more of its gross income is passive income, or (ii) at least 50% of the average value of all of its assets for the taxable year produce or are held for the production of passive income. For this purpose, passive income generally includes dividends, interest, royalties, rents, annuities and the excess of gains over losses from the disposition of assets that produce passive income. For purposes of these tests, if a non-U.S. corporation owns directly or indirectly at least 25% (by value) of the stock of another corporation, the

S-6

---

TABLE OF CONTENTS

non-U.S. corporation is treated as if it held its proportionate share of the assets of the latter corporation, and received directly its proportionate share of the income of the latter corporation.

The Company believes that it was a PFIC for the taxable year ending December 31, 2009, and the Company may be a PFIC for the current and subsequent taxable years. The determination of whether the Company will be a PFIC for a taxable year depends, in part, on the application of complex U.S. federal income tax rules, which are subject to various interpretations. In addition, whether the Company was a PFIC for the taxable year ending December 31, 2009 and each subsequent taxable year depends on the assets and income of the Company over the course of each such taxable year and, as a result, cannot be predicted with certainty as of the date of this prospectus supplement. Accordingly, there can be no assurance that the IRS will not challenge any determination made by the Company concerning its PFIC status.

If the Company is treated as a PFIC for any taxable year, dividends could not qualify for the reduced maximum tax rate, discussed below, and, unless U.S. Holders make a mark-to-market or qualified electing fund (a **QEF election**) election with respect to their Common Shares, as described below, the following rules would apply:

U.S. Holders would be required to allocate income recognized upon receiving certain dividends or gain recognized upon the disposition of Common Shares ratably over their holding period for such Common Shares, the amount allocated to each year during which the Company is considered a PFIC, other than the year of the dividend payment or disposition, would be subject to tax at the highest individual or corporate tax rate, as the case may be, in effect for that year and an interest charge would be imposed with respect to the resulting tax liability allocated to each such year,

the amount allocated to the current taxable year and any taxable year before the Company became a PFIC would be taxable as ordinary income in the current year, and

U.S. Holders would be required to file an annual return on IRS Form 8621 regarding distributions received with respect to Common Shares and any gain realized on the disposition of Common Shares.

U.S. Holders who make either a timely QEF election or a timely mark-to-market election with respect to their Common Shares would not be subject to the rules described above. U.S. Holders who make a timely QEF election would be required to include in their income for each taxable year their pro rata share of the Company's ordinary earnings as ordinary income and their pro rata share of the Company's net capital gain as long term capital gain, whether or not such amounts are actually distributed. U.S. Holders will not be eligible to make a QEF election unless the Company complies with certain applicable information reporting requirements which, as of the date hereof, the Company does not intend to provide.

Alternatively, if the Common Shares qualify as marketable stock, U.S. Holders who timely elect to mark to market their Common Shares will generally include in income, in each year in which the Company is considered a PFIC, any excess of the fair market value of the Common Shares at the close of each tax year over such U.S. Holder's adjusted basis in the Common Shares. If the fair market value of the Common Shares had depreciated below such U.S. Holder's adjusted basis at the close of the tax year, the U.S. Holder may generally deduct the excess of the adjusted basis of the Common Shares over its fair market value at that time. However, such deductions generally would be limited to the net mark to market gains, if any, that such U.S. Holder included in income with respect to such Common Shares in prior years. Income recognized and deductions allowed under the mark to market provisions, as well as any gain or loss on the disposition of Common Shares with respect to which the mark to market election is made, is treated as ordinary income or loss (except that loss on a disposition of Common Shares is treated as capital loss to the extent the loss exceeds the net mark to market gains, if any, that such U.S. Holder included in income with respect to such Common Shares in prior years). Gain or loss from the disposition of Common Shares as to which a mark-to-market election was made in a year in which the Company no longer is a PFIC will be capital gain or loss.

PFIC status can have significant adverse tax effects on U.S. shareholders of foreign corporations. The taxation of a U.S. shareholder who owns stock in a PFIC is extremely complex. Management urges U.S.

S-7

---

## TABLE OF CONTENTS

Holders to consult with their own tax advisors with regards to the impact of the PFIC rules, as well as the availability of any elections that may mitigate the generally adverse tax consequences of owning stock in a PFIC.

### Distributions Paid on the Common Shares

Unless the Company is treated as a Passive Foreign Investment Company, or PFIC, as discussed above, a U.S. Holder generally will be required to include in its gross income as ordinary dividend income the amount of any distributions paid on the Common Shares, including the amount of any Canadian taxes withheld, to the extent that those distributions are paid out of the Company's current or accumulated earnings and profits, as determined for U.S. federal income tax purposes. Subject to the discussion above under Passive Foreign Investment Company Considerations, distributions in excess of the Company's earnings and profits will be applied against and will reduce the U.S. Holder's tax basis in its Common Shares and, to the extent they exceed that tax basis, will be treated as gain from a sale or exchange of those Common Shares. Because the Company does not calculate its earnings and profits in accordance with U.S. federal income tax principles, U.S. Holders should expect that all distributions made with respect to our Common Shares will be treated as dividends. The Company's dividends will not qualify for the dividends-received deduction applicable in some cases to U.S. corporations.

Dividends that the Company pays in Canadian dollars, including the amount of any Canadian taxes withheld therefrom, will be included in the income of a U.S. Holder in a U.S. dollar amount calculated by reference to the exchange rate in effect on the day such dividends are received, regardless of whether the payment is in fact converted into U.S. dollars. A U.S. Holder who receives payment in Canadian dollars and converts them into U.S. dollars at an exchange rate other than the rate in effect on such day will have a foreign currency exchange gain or loss that would be treated as ordinary income or loss. U.S. Holders should consult their own tax advisors concerning the U.S. tax consequences of acquiring, holding and disposing of Canadian dollars.

Subject to certain limitations, qualified dividend income received by a noncorporate U.S. Holder in tax years beginning on or before December 31, 2010 will be subject to tax at a reduced maximum tax rate of 15%. Dividends paid on the Common Shares are not expected to qualify for such reduced tax rate because the Company believes it was a PFIC for the taxable year ending December 31, 2009. The Company may be a PFIC for the current taxable year.

### Foreign Tax Credit

Any dividend income resulting from distributions the Company pays to a U.S. Holder with respect to its Common Shares generally will be treated as foreign source income for U.S. foreign tax credit limitation purposes. Subject to certain conditions and limitations, Canadian tax withheld on dividends may be deducted from taxable income or credited against a U.S. Holder's U.S. federal income tax liability. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. For this purpose, any dividend that the Company distributes generally will constitute passive category income, or, in the case of certain U.S. Holders, general category income. The rules relating to the determination of foreign source income and the foreign tax credit are complex, and the availability of a foreign tax credit depends on numerous factors, including whether such taxes are attributed to an excess distribution from a PFIC, and if so, whether any portion is attributed to a year other than the current tax year, as discussed above. Each investor who is a U.S. Holder should consult with its own tax advisor to determine whether its income with respect to the Common Shares would be foreign source income and whether and to what extent that investor would be entitled to a foreign tax credit.

### Disposition of Common Shares

Edgar Filing: SEABRIDGE GOLD INC - Form SUPPL

Unless the Company is treated as a PFIC, upon the sale or other taxable disposition of Common Shares a U.S. Holder generally will recognize capital gain or loss equal to the difference between the amount realized on the disposition and the holder's adjusted tax basis in the Common Shares.

Gain or loss upon the disposition of the Common Shares will be treated as long-term capital gain or loss if, at the time of the sale or disposition, the Common Shares were held for more than one year. The

S-8

---

## TABLE OF CONTENTS

deductibility of capital losses by a U.S. Holder is subject to limitations. In general, any gain or loss recognized by a U.S. Holder on the sale or other disposition of Common Shares will be U.S. source income or loss for U.S. foreign tax credit purposes. If a U.S. Holder receives any foreign currency on the sale of Common Shares, such U.S. Holder may recognize ordinary income or loss as a result of currency fluctuations between the date of the sale of the Common Shares and the date the sale proceeds are converted into U.S. dollars.

### Information Reporting and Backup Withholding

Payments in respect of Common Shares may be subject to information reporting to the IRS and to U.S. backup withholding tax at a rate equal to the fourth lowest income tax rate applicable to individuals (which, under current law, is 28%). Backup withholding will not apply, however, if the holder (i) is a corporation or comes within certain exempt categories, and demonstrates the fact when so required, or (ii) furnishes a correct taxpayer identification number on IRS Form W-9 and makes any other required certification. U.S. Holders who are required to establish their exempt status generally must provide such certification on IRS Form W-9.

Backup withholding is not an additional tax. Amounts withheld under the backup withholding rules may be credited against a U.S. Holder's U.S. tax liability, and a U.S. Holder may obtain a refund of any excess amounts withheld under the backup withholding rules by filing the appropriate claim for refund with the IRS.

## **Canadian Federal Income Tax Considerations**

In the opinion of Macleod Dixon LLP, Canadian tax counsel to the Company, the following is a general summary of the principal Canadian federal income tax considerations as of the date of this prospectus supplement generally applicable under Income Tax Act (Canada) (the **Tax Act**) to a holder who acquires common shares of the Company (**Common Shares**) as beneficial owner pursuant to the Offering and who, at all relevant times, for the purposes of the Tax Act, holds such Common Shares as capital property, deals at arm's length with the Company, is not affiliated with the Company and, for purposes of the Tax Act, is not, and is not deemed to be, a resident of Canada and has not, will not use or hold or be deemed to use or hold the Common Shares in or in the course of carrying on business in Canada or as part of an adventure in the nature of trade, and is not a foreign affiliate of a taxpayer resident in Canada for purposes of the Tax Act (a **Non-Resident Holder**). Special rules, which are not discussed below, may apply to a non-resident of Canada that is an insurer which carries on business in Canada and elsewhere. This summary is not applicable to a financial institution (as defined in the Tax Act) for purposes of the mark-to-market property rules, a specified financial institution (as defined in the Tax Act), a holder of an interest in which would be a tax shelter investment under the Tax Act or as holder that has made a functional currency election.

The Common Shares will generally be considered capital property to a Non-Resident Holder unless either (i) the Non-Resident Holder holds the Common Shares in the course of carrying on a business of buying and selling securities or (ii) the Non-Resident Holder has acquired the Common Shares in a transaction or transactions considered to be an adventure in the nature of trade.

The term **Qualifying US Person**, for the purposes of this summary, means a person who, for the purposes of the Canada-United States Income Tax Convention (1980) (the **Convention**), is at all relevant times a resident of the United States, and is a qualifying person within the meaning of the Convention. A Non-Resident Holder who is a Qualifying US Person, and who does not use or hold, and is not deemed to use or hold, the Common Shares in connection with carrying on a business in Canada through a permanent establishment in Canada is referred to as a **US Holder** for the purposes of this summary. Where, under the taxation law of the United States, an amount of income, profit or gain is considered to be derived by a Qualifying US Person through a fiscally transparent entity (including a

limited liability company) which may hold Common Shares, such a Qualifying US Person may be entitled to benefits under the Convention with respect to such an amount in certain circumstances. US Holders and other affected Qualifying US Persons are urged to consult with their own tax advisors to determine their entitlement to benefits under the Convention based on their particular circumstances.

This summary is based on the current provisions of the Tax Act, the regulations thereunder (the **Regulations** ), the current provisions of the Convention, and counsel's understanding of the current administrative policies and assessing practices of the Canada Revenue Agency (the **CRA** ) publicly

S-9

---



## TABLE OF CONTENTS

available prior to the date hereof. This summary also takes into account all specific proposals to amend the Tax Act and Regulations publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (collectively, the **Proposed Tax Amendments** ). No assurances can be given that the Proposed Tax Amendments will be enacted or will be enacted as proposed. Other than the Proposed Tax Amendments, this summary does not take into account or anticipate any changes in law or the administration policies or assessing practice of CRA, whether by judicial, legislative, governmental or administrative decision or action, nor does it take into account provincial, territorial or foreign income tax legislation or considerations, which may differ significantly from those discussed herein.

**This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular holder and no representations with respect to the income tax consequences to any particular holder are made. This summary is not exhaustive of all Canadian federal income tax considerations. Accordingly, prospective investors in Common Shares should consult their own tax advisors with respect to their own particular circumstances.**

### Currency Conversion

For purposes of the Tax Act, all amounts relating to the acquisition, holding or disposition of the Common Shares, including interest, dividends, adjusted cost base and proceeds of disposition must be converted into Canadian dollars based on the relevant noon exchange rate quoted by the Bank of Canada on the effective date (as determined in accordance with the Tax Act) of the related acquisition, disposition or recognition of income.

### Disposition of Common Shares

A Non-Resident Holder will not be subject to tax under the Tax Act in respect of any capital gain realized by such Non-Resident Holder on a disposition of the Common Shares, unless the Common Shares constitute taxable Canadian property (as defined in the Tax Act) of the Non-Resident Holder at the time of disposition and the Non-Resident Holder is not entitled to relief under an applicable income tax treaty or convention. As long as the shares are then listed on a designated stock exchange (which currently includes the TSX and AMEX), the Common Shares generally will not constitute taxable Canadian property of a Non-Resident Holder, unless at any time during the 60-month period immediately preceding the disposition the Non-Resident Holder, persons with whom the Non-Resident Holder did not deal at arm's length, or the Non-Resident Holder together with all such persons, owned or was considered to own 25% or more of the issued shares of any class or series of shares of the capital stock of the company.

If the Common Shares are taxable Canadian property to a Non-Resident Holder, any capital gain realized on the disposition or deemed disposition of such shares will be subject to Canadian federal income tax subject to any relief from such taxation provided by the terms of an applicable income tax treaty or convention between Canada and the country of residence of a Non-Resident Holder.

**A Non-Resident Holder whose shares are taxable Canadian property should consult their own advisors.**

### Dividends on Common Shares

Under the Tax Act, dividends on shares paid or credited to a Non-Resident Holder will be subject to Canadian withholding tax at the rate of 25% of the gross amount of the dividends. This withholding tax may be reduced pursuant to the terms of an applicable income tax treaty or convention between Canada and the country of residence of a Non-Resident Holder. Under the Convention, a US Holder will generally be subject to Canadian withholding tax at a rate of 15% of the amount of such dividends. This rate is reduced to 5% in the case of a US Holder that is the

beneficial owner of the dividends and that is a company that owns at least 10% of the voting stock of the Company. In addition, under the Convention, dividends may be exempt from Canadian withholding tax if paid to certain US Holders that are qualifying religious, scientific, literary, educational or charitable tax-exempt organizations and qualifying trusts, companies, organizations or other arrangements operated exclusively to administer or provide pension, retirement or employee benefits that are generally exempt from income tax in the United States and that have complied with specific administrative procedures.

S-10

---

TABLE OF CONTENTS

## **CERTAIN INCOME TAX CONSIDERATIONS FOR CANADIAN HOLDERS**

In the opinion of Macleod Dixon LLP, Canadian tax counsel to the Company, the following is a summary of the principal Canadian federal income tax considerations as of the date of this prospectus supplement generally applicable to the acquisition of Common Shares by holders who acquire Common Shares pursuant to the Offering. This summary is applicable to a holder who, for purposes of the Tax Act, holds their Common Shares as capital property, deals at arm's length and is not affiliated with the Company, and who is, for the purposes of the Tax Act and any applicable income tax treaty or convention entered into by Canada, resident or deemed to be resident in Canada (a **Canadian Holder**). The Common Shares will generally be considered capital property to a holder unless either the holder holds such Common Shares in the course of carrying on a business of buying and selling securities or the holder has acquired the Common Shares in a transaction or transactions considered to be an adventure in the nature of trade. Certain Canadian Holders who might not otherwise be considered to hold their Common Shares as capital property may, in certain circumstances, be entitled to make an irrevocable election permitted by subsection 39(4) of the Tax Act to have the Common Shares and every other Canadian security (as defined in the Tax Act), owned by such holder in the taxation year of the election and in all subsequent taxation years deemed to be capital property. Canadian Holders that are considering making such an election should consult with their own tax advisors.

This summary is not applicable to any holder which is a financial institution or a specified financial institution (as defined in the Tax Act), to any holder an interest in which would be a tax shelter investment (as defined in the Tax Act), or to any holder who has made a functional currency election pursuant to the Tax Act.

This summary is based on the current provisions of the Tax Act, the Regulations, the Proposed Tax Amendments and counsel's understanding of the administrative and assessing practices and policies of the CRA which have been made publicly available prior to the date hereof. No assurance can be given that the Proposed Tax Amendments will be enacted as proposed, if at all. This summary does not take into account or anticipate any other changes in law, whether by legislative, regulatory, administrative or judicial decision or action or changes in the administrative practices of CRA, is not exhaustive of all Canadian federal income tax considerations and does not take into account provincial, territorial or foreign income tax legislation or considerations.

**This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular holder and no representations with respect to the income tax consequences to any particular holder are made. This summary is not exhaustive of all possible Canadian federal income tax considerations. Accordingly, prospective investors in Common Shares should consult their own tax advisors with respect to their own particular circumstances.**

### **Currency Conversion**

For purposes of the Tax Act, all amounts relating to the acquisition, holding or disposition of the Common Shares, including interest, dividends, adjusted cost base and proceeds of disposition must be converted into Canadian dollars based on the relevant noon exchange rate quoted by the Bank of Canada on the effective date (as determined in accordance with the Tax Act) of the related acquisition, disposition or recognition of income.

## **Acquisition of Common Shares**

The adjusted cost base to a Canadian Holder of the Common Shares acquired pursuant to the Offering will be determined by averaging the cost of the Common Shares so acquired with the adjusted cost base to the Canadian Holder of any other Common Shares that are held by the Canadian Holder at the time of acquisition.

## **Dividends on Common Shares**

A Canadian Holder that is an individual (other than certain trusts) will be required to include in computing the holder's income for a taxation year any taxable dividends received or deemed to be received on the Common Shares. Such taxable dividends will be subject to the gross-up and dividend tax credit rules in

S-11

---

## TABLE OF CONTENTS

the Tax Act, including the enhanced dividend tax credit rules applicable to any dividend designated as an eligible dividend by the Company. There may be limitations on the ability of the Company to designate dividends as eligible dividends.

A Canadian Holder that is a corporation will include dividends received or deemed to be received on the Common Shares in computing its income for tax purposes and generally will be entitled to deduct the amount of such dividends in computing its taxable income. Certain corporations, including private corporations or subject corporations (as such terms are defined in the Tax Act), may be liable to pay a refundable tax under Part IV of the Tax Act at the rate of 33 1/3% of the dividends received or deemed to be received on the Common Shares to the extent that such dividends are deductible in computing taxable income. This tax will be refunded to the corporation at a rate of CDN\$1 for every CDN\$3 of taxable dividends paid while it is a private corporation.

## **Disposition of Common Shares**

In general, a Canadian Holder of a Common Share will realize a capital gain (or a capital loss) on a disposition, or a deemed disposition of such Common Share (other than to the Company), equal to the amount by which the proceeds of disposition of the Common Share, net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base of the Common Share to the holder.

A Canadian Holder will be required to include in income one-half of the amount of any capital gain (a **taxable capital gain**) realized in the year of a disposition of the Common Shares and will generally be required to deduct one-half of the amount of any capital loss (an **allowable capital loss**) against taxable capital gains realized in the year of a disposition, in accordance with the provisions of the Tax Act. Allowable capital losses for a taxation year in excess of taxable capital gains for that year generally may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against net taxable capital gains realized in such years, to the extent and in the circumstances provided in the Tax Act.

In general, in the case of a Canadian Holder that is a corporation, the amount of any capital loss otherwise determined arising from a disposition or deemed disposition of Common Shares may be reduced by the amount of dividends previously received thereon, or deemed received thereon, to the extent and under circumstances prescribed in the Tax Act. Analogous rules apply where a corporation is, directly or through a trust or partnership, a member of a partnership or a beneficiary of a trust which owns Common Shares. Canadian Holders to whom these rules may apply should consult their own tax advisors

A Canadian Holder that is, throughout the relevant taxation year, a Canadian-controlled private corporation as defined in the Tax Act may be liable to pay, in addition to the tax otherwise payable under the Tax Act, a refundable tax of 6 2/3% of its aggregate investment income, as defined in the Tax Act, for the year which is defined to include taxable capital gains.

Capital gains and dividends realized by an individual may give rise to a liability for alternative minimum tax.

TABLE OF CONTENTS**PRICE RANGE AND TRADING VOLUME**

The outstanding Common Shares are listed on the TSX under the symbol SEA and on AMEX under the symbol SA . The following table sets forth, for the 12 month period prior to the date of this prospectus supplement, details of the trading prices and volume (rounded up or down to the nearest one hundred) on a monthly basis of the Common Shares on the TSX and AMEX, respectively.

Period	TSX High (CDN\$)	Low (CDN\$)	Volume	AMEX High (US\$)	Low (US\$)	Volume
<u>2009</u>						
February	24.46	15.53	376,300	19.63	12.88	7,360,800
March	29.73	19.89	632,400	24.40	15.38	8,963,600
April	30.11	23.00	520,800	23.90	18.82	4,684,200
May	34.00	23.35	733,700	30.87	19.52	7,058,800
June	32.52	25.45	532,500	30.14	22.18	7,225,500
July	32.91	28.95	535,900	30.29	24.84	5,072,800
August	34.15	29.46	304,000	31.99	27.00	3,660,500
September	35.50	28.26	704,200	33.25	25.63	8,571,200
October	31.23	20.91	1,110,200	29.57	19.36	10,288,200
November	28.50	21.50	1,016,600	27.36	19.85	9,021,800
December	30.25	23.28	748,200	29.00	22.00	6,809,900
<u>2010</u>						
January	31.57	25.34	710,400	29.57	24.00	6,196,700
February 1 - 18	27.59	25.53	556,200	25.98	23.86	4,070,800

On February 18, 2010, the closing price of the Common Shares on the TSX and AMEX was CDN\$25.54 and US\$24.66 per Common Share, respectively.

TABLE OF CONTENTS

## UNDERWRITING

The Company is offering the Common Shares offered hereby through the Underwriters named below. CI Capital Markets Inc. is acting as the underwriter in connection with this Offering in Canada. Dahlman Rose & Company, LLC and Nomura Securities International, Inc. are acting as the underwriters in connection with this Offering in the United States. The Company has entered into an underwriting agreement with the Underwriters. Subject to the terms and conditions of the underwriting agreement, each of the Underwriters has severally agreed to purchase the number of Common Shares listed next to its name in the following table:

Underwriters	Number of Common Shares
Dahlman Rose & Company, LLC	
Nomura Securities International, Inc.	
CI Capital Markets Inc.	
Total	2,500,000

The underwriting agreement provides that the Underwriters must buy all of the Common Shares offered hereby if they buy any of them. However, the Underwriters are not required to take up or pay for the Common Shares covered by the Over-Allotment Option described below.

The Common Shares are offered subject to a number of conditions, including:

receipt and acceptance of the Common Shares offered hereby by the Underwriters;  
the Underwriters' right to reject orders in whole or in part; and  
other conditions contained in the underwriting agreement, such as the receipt by the Underwriters of officers certificates and legal opinions.

The obligations of the Underwriters may be terminated upon the occurrence of the events specified in the underwriting agreement. In connection with this Offering, certain of the Underwriters or securities dealers may distribute this prospectus supplement and the accompanying prospectus electronically.

This Offering is being made concurrently in the provinces of British Columbia, Alberta and Ontario, and in the United States pursuant to the multi-jurisdictional disclosure system implemented by the SEC and the securities regulatory authorities in Canada. Offers and sales of Common Shares outside of Canada and the United States will be made in accordance with applicable laws in such jurisdictions.

### Over-Allotment Option

The Company has granted the Underwriters an Over-Allotment Option to purchase up to 375,000 additional Common Shares. The Underwriters may exercise this option solely for the purpose of covering over-allotments as of the closing date of the Offering, if any, made in connection with this Offering. The Underwriters have 30 days from the closing of this Offering to exercise this option. If the Underwriters exercise this option, they will each purchase additional Common Shares approximately in proportion to the amounts specified in the table above. Under applicable securities laws, this prospectus supplement and the accompanying prospectus also qualify the distribution of the Common Shares issuable on exercise of the Over-Allotment Option.

## Commissions

Common Shares sold by the Underwriters to the public will initially be offered at the offering price set forth on the cover of this prospectus supplement. Any Common Shares sold by the Underwriters to securities dealers may be sold at a discount of up to US\$        per Common Share from the public offering price. Any of these securities dealers may resell any Common Shares purchased from the Underwriters to other brokers or dealers at a discount of up to US\$        per Common Share from the public offering price. If all of the Common Shares offered hereby are not sold at the public offering price, the representatives may change the offering price and the other selling terms to an amount not greater than the initial public offering price set forth on the cover of this prospectus supplement, and the compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by the purchasers for the Common Shares is

S-14

---



TABLE OF CONTENTS

less than the gross proceeds paid by the Underwriters to the Company. Upon execution of the underwriting agreement, the Underwriters will be obligated to purchase the Common Shares offered hereby at the prices and upon the terms stated therein and, as a result, will thereafter bear any risk associated with changing the offering price to the public or other selling terms.

The following table shows the per Common Share and total underwriting commission the Company will pay to the Underwriters, assuming both no exercise and full exercise of the Over-Allotment Option. The following table does not reflect an additional incentive fee of 0.50% of the gross proceeds of the Offering that is payable to the Underwriters at the Company's sole discretion.

	Over-Allotment Option Not Exercised	Over-Allotment Option Fully Exercised
Per Common Share	US\$	US\$
Total	US\$	US\$

The Company estimates that the total expenses of this Offering payable by the Company, not including the underwriting commissions, will be approximately US\$792,000, which includes approximately US\$200,000 of reimbursable expenses paid to the Underwriters.

**No Sales of Similar Securities**

The Company and its officers and directors have agreed that, subject to certain exceptions, for a period of 90 days from the date of the final prospectus supplement for this Offering, they will not, without the prior written consent of the representatives, directly or indirectly, offer, sell, agree to offer or sell, solicit offers to purchase, grant any call option or purchase any put option with respect to, pledge, borrow or otherwise dispose of any Common Shares or any securities convertible into or exchangeable for Common Shares, and will not establish or increase any put equivalent position or liquidate or decrease any call equivalent position with respect to any Common Shares or any securities convertible into or exchangeable for Common Shares (in each case within the meaning of Section 16 of the U.S. Securities Exchange Act of 1934, as amended (the **U.S. Exchange Act**), and the rules and regulations promulgated thereunder), or otherwise enter into any swap, derivative or other transaction or arrangement that transfers to another, in whole or in part, any economic consequences of ownership of any Common Shares or any securities convertible into or exchangeable for Common Shares.

**Indemnification and Contribution**

The Company has agreed in the underwriting agreement to indemnify the Underwriters against certain liabilities, including liabilities under the U.S. Securities Act of 1933, as amended, and Canadian securities laws, and, where such indemnification is unavailable, to contribute to payments that the Underwriters may be required to make in respect of such liabilities.

**Price Stabilization, Short Positions**

In order to facilitate this Offering, the Underwriters may engage in transactions that stabilize, maintain or otherwise affect the market price of the Common Shares in accordance with Regulation M under the U.S. Exchange Act.

The Underwriters may over-allot Common Shares in connection with this Offering, thus creating a short position for their own account. Short sales involve the sale by the Underwriters of a greater number of Common Shares than they are committed to purchase in this Offering. To cover these short sales positions or to stabilize the market price of the Common Shares, the Underwriters may bid for, and purchase, Common Shares in the open market. These transactions may be effected on AMEX, the TSX or otherwise. Additionally, the representatives, on behalf of the Underwriters, may also reclaim selling concessions allowed to another Underwriter or dealer. Similar to other purchase transactions, the Underwriters purchases to cover the syndicate short sales or to stabilize the market price of the Common Shares may have the effect of raising or maintaining the market price of the Common Shares or preventing or mitigating a decline in the market price of the Common Shares. As a result, the price of the Common Shares may be higher than the price that might otherwise exist in the open market. No representation is made as to the magnitude or effect of any such

S-15

---

## TABLE OF CONTENTS

stabilization or other activities. The Underwriters are not required to engage in these activities and, if commenced, the Underwriters may discontinue any of these activities at any time.

Pursuant to rules and policy statements of certain Canadian securities regulators, the Underwriters may not, at any time during the period ending on the date the selling process for the Common Shares ends and all stabilization arrangements relating to the Common Shares are terminated, bid for or purchase Common Shares. The foregoing restrictions are subject to certain exceptions including (a) a bid for or purchase of Common Shares if the bid or purchase is made through the facilities of the TSX, in accordance with the Universal Market Integrity Rules of Market Regulation Services Inc., (b) a bid or purchase on behalf of a client, other than certain prescribed clients, provided that the client's order was not solicited by the Underwriter, or if the client's order was solicited, the solicitation occurred before the commencement of a prescribed restricted period, and (c) a bid or purchase to cover a short position entered into prior to the commencement of a prescribed restricted period. The Underwriters may engage in market stabilization or market balancing activities on the TSX where the bid for or purchase of the Common Shares is for the purpose of maintaining a fair and orderly market in the Common Shares, subject to price limitations applicable to such bids or purchases. Such transactions, if commenced, may be discontinued at any time.

## Affiliations

Some of the Underwriters and/or their affiliates have in the past engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with the Company for which they have received, and would expect to receive, customary fees and commissions.

Copies of this prospectus supplement and the accompanying prospectus in electronic format may be made available on the websites maintained by one or more of the Underwriters. The representatives may agree to allocate a number of Common Shares to Underwriters for sale to their online brokerage account holders. The representatives will allocate Common Shares to Underwriters that may make Internet distributions on the same basis as other allocations. In addition, Common Shares may be sold by the Underwriters to securities dealers who resell shares to online brokerage account holders.

## European Economic Area

In relation to each Member State of the European Economic Area (the "EEA") that has implemented the Prospectus Directive (each, a "Relevant Member State"), with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the "Relevant Implementation Date"), the Common Shares offered hereby may not be offered to the public in that Relevant Member State prior to the publication of a prospectus in relation to the Common Shares that has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive, except that, with effect from and including the Relevant Implementation Date, the Common Shares offered hereby may be offered to the public in that Relevant Member State at any time: (a) to legal entities that are authorized or regulated to operate in the financial markets or, if not so authorized or regulated, whose corporate purpose is solely to invest in securities; (b) to any legal entity which has two or more of (1) an average of at least 250 employees during the last financial year, (2) a total balance sheet of more than €43,000,000 and (3) an annual net turnover of more than €50,000,000, as shown in its last annual or consolidated accounts; or (c) in any other circumstances which do not require the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Directive. As used above, the expression "offered to the public" in relation to the Common Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Common Shares so as to enable an investor to decide

to purchase or subscribe for the Common Shares, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression **Prospectus Directive** means Directive 2003/71/ EC and includes any relevant implementing measure in each Relevant Member State. The EEA selling restriction is in addition to any other selling restrictions set out below.

S-16

---

TABLE OF CONTENTS

## United Kingdom

Each Underwriter may only communicate or cause to be communicated any invitation or inducement to engage in investment activity within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the **FSMA**) received by it in connection with the issue or sale of the Common Shares in circumstances in which Section 21(1) of the FSMA does not apply to the Company. This prospectus supplement and the accompanying prospectus are only directed at (a) persons outside the United Kingdom, (b) persons having professional experience in matters relating to investments who fall within the definition of investment professionals in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, or (c) high net worth bodies corporate, unincorporated associations and partnerships and trustees of high value trusts as described in Article 49(2) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005. Without limitation to the other restrictions referred to herein, investment or investment activity to which this prospectus supplement and the accompanying prospectus relates may be made available only to, and may be engaged only with, such persons, and persons within the United Kingdom who receive this communication (other than persons who fall within (b) or (c) above).

## Switzerland

The Common Shares may not be publicly offered, distributed or redistributed on a professional basis in or from Switzerland and neither this prospectus supplement and the accompanying prospectus nor any other solicitation for investments in the Common Shares may be communicated or distributed in Switzerland in any way that could constitute a public offering within the meaning of Articles 1156 or 652a of the Swiss Code of Obligations or of Article 2 of the Federal Act on Investment Funds of March 18, 1994. This prospectus supplement and the accompanying prospectus may not be copied, reproduced, distributed or passed on to others without the Underwriters' prior written consent. Neither this prospectus supplement nor the accompanying prospectus is a prospectus within the meaning of Articles 1156 and 652a of the Swiss Code of Obligations or a listing prospectus according to article 32 of the Listing Rules of the Swiss Exchange and may not comply with the information standards required thereunder. The Common Shares will not be listed on any Swiss stock exchange or other Swiss regulated market and this prospectus supplement and the accompanying prospectus may not comply with the information required under the relevant listing rules. The Common Shares offered hereby have not been registered with the Swiss Federal Banking Commission and have not been authorized under the Federal Act on Investment Funds of March 18, 1994. The investor protection afforded to acquirers of investment fund certificates by the Federal Act on Investment Funds of March 18, 1994 does not extend to acquirers of the Common Shares.

## Japan

The Common Shares have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (the **Financial Instruments and Exchange Law**) and the Common Shares will not be offered or sold, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Law and any other applicable laws, regulations and ministerial guidelines of Japan.

TABLE OF CONTENTS

## LEGAL MATTERS

Certain legal matters related to the Common Shares offered pursuant to this prospectus supplement will be passed upon on behalf of the Company by DuMoulin Black LLP, with respect to Canadian legal matters other than tax-related matters, by Macleod Dixon LLP, with respect to Canadian tax-related matters, and by Carter Ledyard & Milburn LLP, with respect to United States legal matters, and on behalf of the Underwriters by Blake, Cassels & Graydon LLP, with respect to Canadian legal matters, and by Skadden, Arps, Slate, Meagher & Flom LLP with respect to United States legal matters. At the date of this prospectus supplement, the partners and associates of DuMoulin Black LLP beneficially own less than 1% of the Company's outstanding securities. At the date of this prospectus supplement, the partners and associates of Macleod Dixon LLP beneficially own less than 1% of the Company's outstanding securities. At the date of this prospectus supplement, the partners and associates of Blake, Cassels & Graydon LLP beneficially own less than 1% of the Company's outstanding securities.

## DOCUMENTS INCORPORATED BY REFERENCE

This prospectus supplement is deemed, as of the date hereof, to be incorporated by reference into the accompanying prospectus solely for the purposes of this Offering.

The following documents, which have been filed by the Company with the securities commissions or similar authorities in British Columbia, Alberta and Ontario (the **Commissions**) and filed with or furnished to the SEC, are specifically incorporated by reference into, and form an integral part of, the accompanying prospectus, as supplemented by this prospectus supplement:

- annual information form of Seabridge dated March 30, 2009, but excluding the information under the headings
- (a) Description of the Issuer's Business KSM Project 2008 Resource Estimates and Description of the Issuer's Business KSM Project Preliminary Assessment ;  
audited consolidated financial statements of Seabridge as at December 31, 2008 and 2007 and for each of the years
  - (b) in the three-year period ended December 31, 2008, together with the notes thereto and the auditors' report thereon and related management's discussion and analysis;  
unaudited interim consolidated financial statements of Seabridge as at September 30, 2009 and for the three and
  - (c) nine months ended September 30, 2009 and 2008, together with the notes thereto and related management's discussion and analysis;
  - (d) management proxy circular dated April 24, 2009 prepared in connection with Seabridge's annual and special meeting of shareholders held on June 18, 2009;
  - (e) material change report dated January 5, 2009, announcing drilling results of the summer 2008 drill program at the Mitchell zone of the KSM Project;
  - (f) material change report dated January 8, 2009, announcing the final 2008 drill results from the Sulphurets zone of the KSM Project;
  - (g) material change report dated March 12, 2009, announcing updated gold resources for the KSM Project;
  - (h) material change report dated April 2, 2009, announcing updated gold and copper resources at the KSM Project;
    - (i) material change report dated June 10, 2009, announcing updated pit scenarios for the KSM Project;
  - (j) material change report dated June 25, 2009, announcing the execution of a letter of intent regarding the sale of the Company's Red Mountain Project to BonTerra Resources Inc.;
  - (k) amended material change report dated August 4, 2009, announcing the results of the July 2009 updated Preliminary Economic Assessment of the KSM Project and amending the material change report filed August 4, 2009 to reflect the correct date of the material change;

(1) material change report dated August 19, 2009, announcing an agreement with Max Minerals Ltd. to acquire additional claims in the area of the KSM Project;

S-18

---

TABLE OF CONTENTS

- (m) material change report dated October 20, 2009, announcing drilling results from the summer 2009 drill program at the Sulphurets zone of the KSM Project;
  - (n) material change report dated October 20, 2009, announcing that the proposed sale of the Red Mountain Project to BonTerra Resources Inc. was not proceeding;
  - (o) material change report dated November 3, 2009, announcing drilling results from the summer 2009 drill program at the Mitchell zone of the KSM Project;
  - (p) material change report dated November 5, 2009, announcing drilling results from the summer 2009 drill program at the Kerr zone of the KSM Project;
  - (q) material change report dated January 18, 2010, announcing the updated mineral resource estimate at the KSM Project;
  - (r) material change report dated February 1, 2010, announcing the filing of a preliminary short form base shelf prospectus with the Commissions and a corresponding registration statement with the SEC under the U.S. Canada multi-jurisdictional disclosure system;
  - (s) audited related supplemental note entitled Reconciliation with United States Generally Accepted Accounting Principles Item 18 as at December 31, 2008 and 2007 and for each of the years in the three-year period ended December 31, 2008 and filed on SEDAR and EDGAR on January 26, 2010; and
  - (t) unaudited related supplemental note entitled Reconciliation with United States Generally Accepted Accounting Principles Item 18 as at September 30, 2009 and for the three month and nine month periods ended September 30, 2009 and 2008 and filed on SEDAR and EDGAR on January 26, 2010.
- Any material change reports (excluding confidential material change reports), any interim and annual consolidated financial statements and related management's discussion and analysis, information circulars (excluding those portions that, pursuant to National Instrument 44-101 of the Canadian Securities Administrators, are not required to be incorporated by reference herein), any business acquisition reports, and any other disclosure documents required to be filed pursuant to an undertaking to a provincial or territorial securities regulatory authority that are filed by the Company with various securities commissions or similar authorities in Canada after the date of this prospectus supplement and prior to the termination of this Offering, shall be deemed to be incorporated by reference in the accompanying prospectus, as supplemented by this prospectus supplement. In addition, to the extent indicated in any Report on Form 6-K furnished to the SEC or in any Report on Form 20-F or Form 40-F filed with the SEC, any information included therein shall be deemed to be incorporated by reference in the accompanying prospectus, as supplemented by this prospectus supplement.

**Any statement contained in this prospectus supplement, the accompanying prospectus or in a document incorporated or deemed to be incorporated by reference in the accompanying prospectus shall be deemed to be modified or superseded for purposes of this Offering to the extent that a statement contained in this prospectus supplement or in any other subsequently filed document which also is or is deemed to be incorporated by reference in the accompanying prospectus modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not constitute a part of this prospectus supplement or the accompanying prospectus, except as so modified or superseded.**



TABLE OF CONTENTS

## DOCUMENTS FILED AS PART OF THE REGISTRATION STATEMENT

In addition to the documents specified in the accompanying prospectus under the heading "Documents Filed as Part of the Registration Statement", the underwriting agreement described under the heading "Underwriting" has been or will be filed with the SEC as part of the registration statement to which this prospectus supplement relates.

## ADDITIONAL INFORMATION

The Company has filed with the SEC a registration statement on Form F-10 relating to the Common Shares. This prospectus supplement and the accompanying prospectus, which constitute a part of the registration statement, do not contain all of the information contained in the registration statement, certain items of which are contained in the exhibits to the registration statement as permitted by the rules and regulations of the SEC. You should refer to the registration statement and the exhibits to the registration statement for further information.

The Company is subject to the information requirements of the U.S. Exchange Act and applicable Canadian securities legislation and, in accordance therewith, files reports and other information with the SEC and with the securities regulators in Canada. Under a multi-jurisdictional disclosure system adopted by the United States and Canada, documents and other information that the Company files with the SEC may be prepared in accordance with the disclosure requirements of Canada, which are different from those of the United States. As a foreign private issuer, the Company is exempt from the rules under the U.S. Exchange Act prescribing the furnishing and content of proxy statements, and the Company's officers, directors and principal shareholders are exempt from the reporting and shortswing profit recovery provisions contained in Section 16 of the U.S. Exchange Act. In addition, the Company is not required to publish financial statements as promptly as U.S. companies.

You may read any document that the Company has filed with the SEC at the SEC's public reference room in Washington, D.C. You may also obtain copies of those documents from the public reference room of the SEC at 100 F Street, N.E., Washington, D.C. 20549 by paying a fee. You should call the SEC at 1-800-SEC-0330 or access its website at [www.sec.gov](http://www.sec.gov) for further information about the public reference room. You may read and download some of the documents that the Company has filed with the SEC's Electronic Data Gathering and Retrieval system at [www.sec.gov](http://www.sec.gov). You may read and download any public document that the Company has filed with the Canadian securities regulatory authorities at [www.sedar.com](http://www.sedar.com).

S-20

---

TABLE OF CONTENTS

SHORT FORM BASE SHELF PROSPECTUS

New Issue

February 12, 2010

**SEABRIDGE GOLD INC.**

**CDN\$100,000,000**

**COMMON SHARES**

Seabridge Gold Inc. (the **Company** or **Seabridge**) may offer for sale and issue, from time to time, Common shares of the Company ( **Common Shares** ) with the total gross proceeds not to exceed CDN\$100,000,000 during the 25 month period that this short form base shelf prospectus (this **Prospectus** ), including any amendments hereto, remains effective. The Common Shares may be offered in amounts, at prices and on terms to be determined based on market conditions at the time of sale and set forth in an accompanying shelf prospectus supplement.

The specific terms of the Common Shares in respect of which this Prospectus is being delivered will be set forth in the applicable shelf prospectus supplement and will include the number of Common Shares offered, the offering price and any other specific terms.

All shelf information permitted under applicable laws to be omitted from this Prospectus will be contained in one or more shelf prospectus supplements that will be delivered to purchasers together with this Prospectus. Each shelf prospectus supplement will be incorporated by reference into this Prospectus for the purposes of securities legislation as of the date of the shelf prospectus supplement and only for the purposes of the distribution of the Common Shares to which the shelf prospectus supplement pertains.

**An investment in the Common Shares involves a high degree of risk. You should carefully read the Risk Factors section in this Prospectus.**

**This offering is made by a Canadian issuer that is permitted under a multi-jurisdictional disclosure system adopted by the United States and Canada to prepare this Prospectus in accordance with Canadian disclosure requirements. Prospective investors should be aware that such requirements are different from those of the United States. The Company prepares its financial statements, including those incorporated herein by reference, in accordance with Canadian generally accepted accounting principles ( Canadian GAAP ), and such financial statements are subject to Canadian auditing and auditor independence standards. The Company's financial statements may not be comparable to financial statements of United States companies.**

**Prospective investors should be aware that the acquisition and disposition of Common Shares may have tax consequences both in the United States and in Canada. This Prospectus or any applicable shelf prospectus supplement may not describe these tax consequences fully. Prospective investors should read the tax discussion contained in this Prospectus and any applicable shelf prospectus supplement with respect to a particular offering of Common Shares.**

**The enforcement of civil liabilities under the United States federal securities laws may be affected adversely by the fact that Seabridge exists under the federal laws of Canada, many of the Company's officers and directors are residents of Canada, some or all of the experts named in this Prospectus are residents of Canada, and most of the Company's assets and the assets of said persons are located outside the United States.**

**Neither the United States Securities and Exchange Commission (the SEC), nor any state securities regulator, has approved or disapproved of the Common Shares offered hereby, passed upon the accuracy or adequacy of this Prospectus or determined if this Prospectus is truthful or complete. Any representation to the contrary is a criminal offence.**

This Prospectus constitutes a public offering of Common Shares only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell the Common Shares. Seabridge may offer and sell Common Shares to, or through, underwriters or dealers and also may offer and sell Common Shares directly to other purchasers or through agents pursuant to exemptions from registration or qualification under applicable securities

---

TABLE OF CONTENTS

laws. The shelf prospectus supplement relating to each issue of Common Shares offered thereby will set forth the names of any underwriters, dealers or agents involved in the offering and sale of the Common Shares and will set forth the terms of the offering of the Common Shares, the method of distribution of Common Shares, including, to the extent applicable, the proceeds to the Company and any fees, discounts or any other compensation payable to underwriters, dealers or agents, and any other material terms of the plan of distribution.

In connection with any offering of Common Shares, the underwriters may over-allot or effect transactions which stabilize or maintain the market price of the Common Shares at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. See Plan of Distribution .

The Common Shares are listed on the Toronto Stock Exchange ( **TSX** ) under the symbol **SEA** and the NYSE AMEX Equities (formerly the American Stock Exchange) ( **AMEX** ) under the symbol **SA** . The closing price of the Common Shares on the TSX and AMEX on February 11, 2010 was CDN\$26.66 and US\$25.64 per share, respectively.

The Company s registered office is at 10 Floor, 595 Howe Street, Vancouver, British Columbia, Canada, V6C 2T5.

TABLE OF CONTENTS

**TABLE OF CONTENTS**

<u>ABOUT THIS PROSPECTUS</u>	1
<u>CAUTIONARY NOTE TO UNITED STATES INVESTORS</u>	1
<u>NOTICE REGARDING PRESENTATION OF FINANCIAL INFORMATION</u>	2
<u>CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS</u>	2
<u>EXCHANGE RATE INFORMATION</u>	4
<u>THE COMPANY</u>	5
<u>MANAGEMENT</u>	23
<u>RISK FACTORS</u>	24
<u>USE OF PROCEEDS</u>	32
<u>DESCRIPTION OF SHARE CAPITAL</u>	32
<u>PRINCIPAL SHAREHOLDERS</u>	33
<u>TRADING PRICE AND VOLUME</u>	34
<u>PRIOR SALES</u>	34
<u>DIVIDEND POLICY</u>	34
<u>PLAN OF DISTRIBUTION</u>	35
<u>CERTAIN INCOME TAX CONSIDERATIONS</u>	35
<u>LEGAL MATTERS</u>	35
<u>AUDITORS, TRANSFER AGENT AND REGISTRAR</u>	36
<u>INTEREST OF EXPERTS</u>	36
<u>DOCUMENTS INCORPORATED BY REFERENCE</u>	37
<u>ADDITIONAL INFORMATION</u>	39
<u>DOCUMENTS FILED AS PART OF THE REGISTRATION STATEMENT</u>	39
<u>GLOSSARY OF TECHNICAL TERMS</u>	40
<u>ENFORCEABILITY OF CIVIL LIABILITIES</u>	41

i

---

TABLE OF CONTENTS

## ABOUT THIS PROSPECTUS

You should rely only on the information contained in or incorporated by reference into this Prospectus or any shelf prospectus supplement. Seabridge has not authorized anyone to provide you with different information. Seabridge is not making an offer of these securities in any jurisdiction where the offer is not permitted. You should bear in mind that the information contained in this Prospectus and any shelf prospectus supplement is accurate as of the date on the front of such documents and that information contained in any document incorporated by reference is accurate only as of the date of that document. Such information may also be amended, supplemented or updated by the subsequent filing of additional documents deemed by law to be or otherwise incorporated by reference into this Prospectus and by any subsequently filed prospectus amendments.

This Prospectus provides a general description of the securities that the Company may offer. Each time the Company sells securities under this Prospectus, it will provide you with a shelf prospectus supplement that will contain specific information about the terms of that offering. The shelf prospectus supplement may also add, update or change information contained in this Prospectus. Before investing in any securities, you should read both this Prospectus and any applicable shelf prospectus supplement together with additional information described below under Documents Incorporated by Reference and Available Information .

This Prospectus is part of a registration statement on Form F-10 relating to the Common Shares that the Company filed with the U.S. Securities and Exchange Commission (the SEC ). This Prospectus does not contain all of the information set forth in the registration statement, certain parts of which are omitted in accordance with the rules and regulations of the SEC. If you are a U.S. resident or are otherwise subject to United States securities laws, you should refer to the registration statement and the exhibits to the registration statement for further information.

Unless the context otherwise requires, references in this Prospectus and any shelf prospectus supplement to Seabridge or the Company includes Seabridge Gold Inc. and each of its subsidiaries.

The following table sets forth the factors for converting imperial measurements to metric equivalents:

To Convert From	To	Multiply By
Feet	Meters	0.305
Meters	Feet	3.281
Miles	Kilometers	1.609
Kilometers	Miles	0.6214
Acres	Hectares	0.405
Hectares	Acres	2.471
Grams	Ounces (Troy)	0.03215
Grams/Tonne	Ounces (Troy)/Short Ton	0.02917
Tonnes (metric)	Pounds	2,205
Tonnes (metric)	Short Tons	1.1023

See Glossary of Technical Terms for a description of some important technical terms used or to be used in this Prospectus and any shelf prospectus supplement and the documents incorporated by reference herein. A more detailed glossary appears in the Company's annual information form dated March 30, 2009 for the year ended December 31, 2008 (the AIF ), which is incorporated herein by reference.

# CAUTIONARY NOTE TO UNITED STATES INVESTORS

The Company is permitted under a multi-jurisdictional disclosure system adopted by the securities regulatory authorities in Canada and the United States to prepare this Prospectus, including the documents incorporated by reference herein, in accordance with the requirements of Canadian securities laws, which differ from the requirements of U.S. securities laws. National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ( **NI 43-101** ) is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. Unless otherwise indicated, all resource estimates contained in or incorporated by reference in this Prospectus have been prepared in accordance with NI 43-101 and the Canadian Institute of Mining Metallurgy and Petroleum Classification System. These standards differ significantly from the

1

---

## TABLE OF CONTENTS

requirements of the SEC, and resource information contained herein and incorporated by reference herein may not be comparable to similar information disclosed by U.S. companies.

Without limiting the foregoing, this Prospectus, including the documents incorporated by reference herein, uses the terms measured, indicated and inferred resources. U.S. investors are cautioned that, while such terms are recognized and required by Canadian securities laws, the SEC does not recognize them. Under U.S. standards, mineralization may not be classified as a reserve unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. U.S. investors are cautioned not to assume that all or any part of measured or indicated resources will ever be converted into reserves.

U.S. investors should also understand that inferred resources have a great amount of uncertainty as to their existence and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of the inferred resources exist, are economically or legally mineable or will ever be upgraded to a higher category. Therefore, U.S. investors are also cautioned not to assume that all or any part of the inferred resources exist, or that they can be mined legally or economically. Disclosure of contained ounces in a mineral resource is permitted disclosure under Canadian regulations; however, the SEC normally only permits issuers to report resources as in place tonnage and grade without reference to unit measures. Accordingly, information concerning descriptions of mineralization and resources contained in this Prospectus, or in the documents incorporated by reference, may not be comparable to information made public by U.S. companies subject to the reporting and disclosure requirements of the SEC.

## **NOTICE REGARDING PRESENTATION OF FINANCIAL INFORMATION**

The financial statements incorporated by reference in this Prospectus and any shelf prospectus supplement, and the selected consolidated financial data derived therefrom included in this Prospectus and any shelf prospectus supplement, are presented in Canadian dollars. In this Prospectus and any shelf prospectus supplement, references to CDN\$ or \$ are to Canadian dollars and references to US\$ are to United States dollars. See Exchange Rate Information .

The financial statements incorporated by reference in this Prospectus and any shelf prospectus supplement, and the selected consolidated financial data derived therefrom included in this Prospectus and any shelf prospectus supplement, have been prepared in accordance with Canadian GAAP. Canadian GAAP differs in some material respects from U.S. generally accepted accounting principles ( U.S. GAAP ), and so these financial statements are not comparable to the financial statements of U.S. companies. For a discussion of the principal differences between the Company's financial results as calculated under Canadian GAAP and U.S. GAAP, prospective investors should refer to the Company's audited related supplemental note entitled Reconciliation with United States Generally Accepted Accounting Principles Item 18 as at December 31, 2008 and 2007 and for each of the years in the three-year period ended December 31, 2008, and the unaudited related supplemental note entitled Reconciliation with United States Generally Accepted Accounting Principles Item 18 as at September 30, 2009 and for the three month and nine month periods ended September 30, 2009 and 2008. See Documents Incorporated by Reference.

## **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**



This Prospectus and the documents incorporated by reference into this Prospectus contain forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995 and forward-looking information within the meaning of Canadian securities laws concerning the Company's projects, business approach and plans, including estimated production, capital, operating and cash flow estimates and other matters at the Company's KSM Project and Courageous Lake Project (each as defined herein). Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "expects", "anticipates", "plans", "projects", "estimates", "assumes", "intends", "strategy", "goals", "objectives" or variations thereof or stating that certain actions, results may, could, would, might or will be taken, occur or be achieved, or the negative of any of these terms (similar expressions) are not statements of historical fact and may be forward-looking statements and forward-looking information (collectively referred to in the following information simply as

TABLE OF CONTENTS

forward-looking statements ). In addition, statements concerning mineral resource estimates constitute forward-looking statements to the extent that they involve estimates of the mineralization expected to be encountered if a mineral property is developed.

Forward-looking statements are necessarily based on estimates and assumptions made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments. In making the forward-looking statements in this Prospectus the Company has applied several material assumptions including, but not limited to, the assumption that: (1) market fundamentals will result in sustained demand and prices for gold and copper, and to a much lesser degree, silver and molybdenum; (2) the potential for production at its mineral projects will continue operationally, legally and economically; (3) any additional financing needed will be available on reasonable terms; and (4) estimated resources at the Company's projects have merit and there is continuity of mineralization as reflected in such estimates.

Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors that could cause actual events or results to differ from those expressed or implied by the forward-looking statements, including, without limitation:

- the Company's history of losses and expectation of future losses;
- risks related to the Company's ability to finance its exploration activities and future development activities through joint ventures, the sale of property interests or obtaining suitable financing;
- uncertainty of whether there are any economic reserves existing on the Company's mineral properties;
- uncertainties relating to the assumptions underlying the Company's resource estimates;
- uncertainty of estimates of capital costs, operating costs, production and economic returns;
- risks related to commercially producing precious metals from the Company's mineral properties;
- risks related to fluctuations in the market price of gold, copper and other metals;
- risks related to fluctuations in foreign exchange rates;
- mining, exploration and development risks that could result in damage to mineral properties, plant and equipment, personal injury, environmental damage and delays in mining, which may be uninsurable;
- risks related to obtaining all necessary permits and governmental approvals for exploration and development activities, including in respect of environmental regulation;
- uncertainty related to title to the Company's mineral properties;
- risks related to unsettled First Nations rights and title;
- risks related to increases in demand for exploration, development and construction services equipment, and related cost increases;
- increased competition in the mining industry;
- the Company's need to attract and retain qualified management and personnel;
- risks related to some of the Company's directors' and officers' involvement with other natural resource companies; and
- the Company's classification as a passive foreign investment company under the United States tax code.

This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, including, without limitation, those referred to in this Prospectus under the heading "Risk Factors" and elsewhere in this

TABLE OF CONTENTS

Prospectus, in any applicable shelf prospectus supplement, and in the documents incorporated by reference herein and therein. In addition, although the Company has attempted to identify important factors that could cause actual achievements, events or conditions to differ materially from those identified in the forward-looking statements, there may be other factors that cause achievements, events or conditions not to be as anticipated, estimated or intended. It is also noted that while Seabridge engages in exploration and development of its properties, it will not undertake production activities by itself.

These forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made and the Company does not assume any obligation to update forward-looking statements, except as required by applicable securities laws, if circumstances or management's beliefs, expectations or opinions should change. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

## EXCHANGE RATE INFORMATION

This Prospectus contains references to United States dollars and Canadian dollars. The following table sets out, for each period indicated, the high and low exchange rates for one Canadian dollar expressed in United States dollars, the average of such exchange rates during such period, and the exchange rate at the end of such period based on the noon buying rate as reported by the Bank of Canada:

	Year Ended December 31,					Nine Months Ended September 30,	
	2005	2006	2007 (US\$)	2008	2009	2008 (US\$)	2009
Highest rate during period	0.8690	0.9099	1.0905	1.0289	0.9716	1.0289	0.9422
Lowest rate during period	0.7872	0.8528	0.8437	0.7711	0.7692	0.9263	0.7692
Average rate during period	0.8254	0.8817	0.9304	0.9381	0.8757	0.9819	0.8546
Rate at the end of period	0.8577	0.8581					