

SEABRIDGE GOLD INC
Form F-X
July 25, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-X

Appointment of Agent For Service of Process
And Undertaking

A. Name of issuer or person filing ("Filer"): Seabridge Gold Inc.

B. (1) This is [check one]:

an original filing for the Filer

an amended filing for the Filer

(2) Check the following box if you are filing the Form F-X in paper in accordance with Regulation S-T Rule 101(b)(9) o

C. Identify the filing in conjunction with which this form is being filed:

Name of Registrant: Seabridge Gold Inc.
Form type: F-10
File Number (if known): 333-_____
Filed by: Seabridge Gold Inc.
Date Filed (if filed concurrently, so indicate): July 25, 2014 (filed concurrently)

D. The Filer is incorporated or organized under the laws of Canada and has its principal place of business at 106 Front Street, 4th Floor, Toronto, Ontario, Canada, M5A 1E1, (416) 367-9292.

E. The Filer designates and appoints Corporation Service Company ("Agent"), located at 1180 Avenue of the Americas, Suite 210, New York, New York 10036, (212) 299-5656 as the agent of the Filer upon whom may be served any process, pleadings, subpoenas, or other papers in:

(a) any investigation or administrative proceeding conducted by the Commission; and

(b) any civil suit or action brought against the Filer or to which the Filer has been joined as defendant or respondent, in any appropriate court in any place subject to the jurisdiction of any state or of the United States or of any of its territories or possessions or of the District of Columbia, where the investigation, proceeding or cause of action arises out of or relates to or concerns any offering made or purported to be made in connection with the securities registered or qualified by the Filer on Form F-10 on the date hereof or any purchases or sales of any security in connection therewith. The Filer stipulates and agrees that any such civil suit or action or administrative proceeding may be commenced by the service of process upon, and that service of an administrative subpoena shall be effected by service upon such agent for service of process, and that the service as aforesaid shall be taken and held in all courts

and administrative tribunals to be valid and binding as if personal service thereof had been made.

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F. The Filer stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filer discharges the Agent or the Agent is unwilling or unable to accept service on behalf of the Filer at any time until six years have elapsed from the date the Filer has ceased reporting under the U.S. Securities Exchange Act of 1934.

The Filer further undertakes to advise the Commission promptly of any change to the Agent's name or address during the applicable period by amendment of this Form, referencing the file number of the relevant form in conjunction with which the amendment is being filed.

G. The Filer undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the Form F-10, the securities to which the Form F-10 relates and the transactions in such securities.

The Filer certifies that it has duly caused this power of attorney, consent, stipulation and agreement to be signed on its behalf by the undersigned, thereto duly authorized, in the City of Toronto, Province of Ontario, Country of Canada, this 23rd day of July, 2014.

Seabridge Gold Inc.
(Filer)

By: /S/ RUDI P. FRONK
Name: Rudi P. Fronk
Title: Chief Executive Officer and Chairman

This statement has been signed by the following person in the capacity and on the date indicated:

Corporation Service Company
(Agent for Service)

By: /S/ DWIGHT COOTS
Name: Dwight Coots
Title: Vice President

Dated: July 23, 2014