



**ROLE STATEMENT FOR
CHIEF EXECUTIVE OFFICER
OF
SANDSTORM GOLD LTD. (THE "COMPANY")**

Introduction

The Chief Executive Officer (the "**CEO**") of the Company is responsible for managing the business and affairs of the Company within the corporate policies and mandates and authority limitations established by the Board from time to time.

Appointment

1. The CEO shall be appointed by, and serve at the pleasure, of the Board.
2. The CEO will have the competencies and skills required by the Board.
3. The CEO shall be accountable to the Board.
4. The CEO will not be an independent Director within the meaning of National Instrument 52-110 – *Audit Committees* and will not be a member of any standing committee of the Board, but may be invited to attend any meeting of any committee of the Board, except *in camera* sessions, and may be a member of *ad hoc* committees of the Board.

Responsibilities

Operations

5. The CEO shall have responsibility for the day-to-day operations of the Company's business in accordance with the current operating and capital expenditure budget and the implementation of the Company's strategic plan as approved by the Board.

Community

6. The CEO will serve as the chief external spokesperson of the Company and be responsible for developing and maintaining relationships between the Company and its shareholders, the communities in which it operates, analysts, the media, governments, non-governmental organizations and the public generally.

Corporate Social Responsibility, Ethics and Integrity

7. The CEO should:

- (a) lead the Company consistent with a commitment to core values (including entrepreneurial spirit, zero harm, respect and integrity, and operational excellence);
- (b) foster a corporate culture that promotes ethical and responsible practices and decision making; and
- (c) take all reasonable steps to satisfy the Board as to the integrity of the CEO and the other senior officers and ensure that a culture of integrity is created throughout the Company.

Governance

8. The CEO should:

- (a) communicate in a timely fashion with the Board on all material matters affecting the Company, and present to the Board for consideration all material transactions not contemplated in the strategic plan and budget approved by the Board from time to time;
- (b) communicate regularly with the Board on the performance of the Company and ensure that the Board is provided with the information and access to senior officers necessary to fulfill the responsibilities of the Board; and
- (c) assist the Board with the development of mandates for the Board and the committees of the Board and in the orientation of new Directors and continuing education for all Directors.

Disclosure

9. The CEO should ensure a system is established to ensure appropriate and timely public disclosure of material information with respect to the business and affairs of the Company.

Strategic Planning

10. The CEO should recommend strategic, operating and financial plans to the Board and ensure that such plans, once approved, are implemented, and report on the progress made and material deviations from such plans to the Board in a timely manner.

11. The CEO should provide strategic leadership, vision and technical support by working with the other senior officers to establish, implement and oversee the long-range and short-range goals, strategies, plans and policies of the Company.

Business Management

12. The CEO should:

- (a) provide general management of the day-to-day operations of the business and affairs of the Company, consistent with the decisions of the Board; and

- (b) direct and monitor the activities and utilization of the resources of the Company consistent with the strategic direction of the Company and the strategic, operating and financial plan approved by the Board from time to time.

Risk Management

13. The CEO should:

- (a) ensure that appropriate systems are in place to identify and manage the business risks of the Company and that such risks have been presented to, and reviewed with, the Audit Committee and the Board;
- (b) participate in the establishment of appropriate policies and procedures to ensure the accuracy, completeness, integrity and appropriate disclosure of the financial statements and other financial information of the Company, including in accordance with applicable securities laws, instruments, rules and policies and regulatory requirements (collectively "**Applicable Laws**"); and
- (c) together with the Chief Financial Officer of the Company, establish and maintain through appropriate policies and procedures:
 - (i) internal controls over financial reporting,
 - (ii) disclosure controls and procedures, and
 - (iii) if required by Applicable Laws, processes for the certification of public disclosure documents,

in each case, in accordance with all Applicable Laws.

Organizational Effectiveness/Succession

14. The CEO should:

- (a) develop and maintain a strong organization with the right people in the right positions that can effectively accomplish the strategic objectives of the Company;
- (b) ensure that the Company has an effective management team, that the Board has regular exposure to the senior officers and that there exists an effective plan for management development and succession; and
- (c) recommend appointments as senior officers, monitor the performance of the senior officers and provide feedback and training as appropriate.

Compensation

15. The CEO should meet at least once annually with the independent Directors or the members of the Company's *Compensation Committee*, as the case may be, to discuss goals and objectives for, and the performance of, the other senior officers of the Company and to make a recommendation on their compensation.

CEO Performance

16. The CEO should participate in the discussions concerning any amendments to be made to this mandate and in the annual performance measures for the CEO.

General

17. The CEO will adhere to a high standard of ethics, business practices and regulatory compliance while managing the day-to-day operations of the Company and the implementation of the strategic plan of the Company.

18. The CEO will:

- (a) communicate to the Board on a timely basis any material matters affecting the Company; and
- (b) assume such other responsibilities as may be determined by the Board from time to time.

APPROVED BY THE CORPORATE GOVERNANCE & NOMINATING COMMITTEE OF SANDSTORM GOLD LTD. - MARCH 30, 2016.

ADOPTED AND APPROVED BY THE BOARD OF DIRECTORS OF SANDSTORM GOLD LTD. - MARCH 30, 2016.