

Communications and Corporate Disclosure Policy

1 INTRODUCTION

A This Communications and Corporate Disclosure Policy (the “**Policy**”) is intended to assist Sandstorm Gold Ltd. (the “**Company**”) in fulfilling its obligations to ensure that all information relevant and material to the Company’s shareholders and the market is disclosed in a timely manner, while protecting the Company’s commercially sensitive information.

2 OBJECTIVE AND SCOPE

A The objective of this Policy is to ensure that communications with the investing public about the Company and its subsidiaries are:

- i timely, factual and accurate;
- ii in accordance with all applicable legal and regulatory requirements; and
- iii broadly disseminated.

B This Policy extends to all employees and officers of the Company and its subsidiaries, their respective Boards of Directors, those authorized to speak on its behalf, and all other insiders.

C It covers disclosure in:

- i continuous disclosure documents filed with securities regulators, including financial and non-financial documents, including annual information forms, proxy materials, management’s discussion and analysis (“**MD&A**”) and written statements made in the Company’s annual and quarterly reports;
- ii technical reports related to or with respect to the Company’s material properties;
- iii documents issued in connection with an offering of the Company’s securities;
- iv press releases and material change reports;
- v letters to shareholders;
- vi presentations by senior management and other employees; and
- vii the Company’s web site and other electronic communications.

- D** It extends to oral statements made in:
 - i meetings;
 - ii telephone conversations with analysts, investors and potential investors;
 - iii interviews with the media;
 - iv speeches;
 - v press conferences;
 - vi investor presentations; and
 - vii conference calls.

3 DISCLOSURE POLICY RESPONSIBILITY

- A** The Board of Directors of the Company has established a corporate disclosure committee (the “**Disclosure Committee**”), comprised of the Company’s Chief Executive Officer and the Chief Financial Officer. When deemed advisable, the Disclosure Committee may designate other officers, employees and advisors of the Company, from time to time, to assist it in the carrying out of its duties. The Disclosure Committee is responsible for designing procedures to ensure compliance with all regulatory disclosure requirements and for overseeing the Company’s disclosure practices under this Policy.
- B** The Disclosure Committee may adopt disclosure controls and procedures in addition to those set out herein.
- C** The Disclosure Committee may consult with the Company’s legal counsel and such other appropriate expert advisors as it considers necessary or advisable in discharging its responsibilities under this Policy.
- D** It is essential that the Disclosure Committee be kept fully apprised of all pending material developments related to the Company in order to evaluate and discuss those events to determine the appropriateness and timing for public release of information. If it is deemed that Material Information, as defined below, should remain confidential, the Disclosure Committee will determine how that information will be controlled.
- E** The Disclosure Committee is responsible to:
 - i ensure appropriate systems, processes and controls for disclosure are in place;
 - ii ensure the proper and timely completion and filing of technical reports, if necessary;
 - iii review all news releases and Core Disclosure Documents to ensure that they are accurate and complete in all respects prior to their release or filing;
 - iv review and update, if necessary, this Policy as needed, to ensure compliance with changing regulatory requirements, subject to approval by the Board of Directors; and
 - v report to the Board of Directors.

4 MATERIALITY DETERMINATIONS

- A** Materiality judgments involve taking into account a number of factors which cannot be captured in a simple bright-line standard or test. The materiality of a particular event or piece of information varies between companies according to their size, the nature of their operations and many other factors. An event which is “significant” or “major” for a smaller company may not be material to a larger company. The Disclosure Committee will use appropriate industry and Company benchmarks for a preliminary assessment of materiality and, guided by these benchmarks, the Disclosure Committee will use experience and judgment to determine the timing for public release of Material Information.

5 PRINCIPLES OF DISCLOSURE OF MATERIAL INFORMATION

- A** “**Material Information**” for the purposes of this Policy is any information relating to the business and affairs of the Company that results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company’s securities or that would reasonably be expected to have a significant influence on a reasonable investor’s investment decisions.
- B** “**Core Disclosure Document**” includes prospectuses, take-over bid circulars, issuer bid circulars, directors’ circulars, rights offering circulars, MD&A, annual information forms, information circulars, annual financial statements, interim financial statements, Form 40-F’s and material change reports.
- C** “**Confidential Information**” includes any information about the Company or its affairs which, if made public, would be likely to affect the market price of the securities of the Company, or would be likely to be considered by a reasonable investor in deciding whether to buy, hold or sell such securities and which has not been generally disclosed to the public.
- D** If any officer, Director, or employee of the Company or its subsidiaries receives a report or becomes privy to, Confidential Information of which the Disclosure Committee is not aware, that person will promptly advise the Disclosure Committee. The Disclosure Committee will take such steps as it deems appropriate under the circumstances.
- E** The Disclosure Committee will promptly advise the Board of any disclosure resulting from this process, in advance of release, if possible, and otherwise as soon as practicable.
- F** In complying with the requirement to immediately disclose all Material Information under applicable laws and the rules of the stock exchange(s) on which it is listed (the “**Stock Exchange(s)**”), the Company will adhere to the following basic disclosure principles:
- i Material Information will be publicly disclosed immediately via news release;
 - ii in certain circumstances, the Disclosure Committee may determine that such disclosure would be unduly detrimental to the Company (for example, if release of the information would prejudice negotiations in a corporate transaction), in which case the Material Information will be kept confidential until the Disclosure Committee determines it is appropriate to publicly disclose;
 - iii where Material Information is kept confidential and constitutes a Material Change under applicable securities laws, the Disclosure Committee will cause a Confidential Material Change Report (as defined below) to be filed with the applicable securities regulators (please refer to section 6 below);
 - iv disclosure must include any information the omission of which would make the rest of the disclosure misleading;

- v unfavourable Material Information will be disclosed as promptly and completely as favourable information;
- vi there will not be selective disclosure. Material Information disclosed to one or more individuals will also be disclosed to the investing public;
- vii if previously undisclosed Material Information is inadvertently disclosed, this information will be broadly disclosed immediately via news release;
- viii disclosure will be consistent among all audiences, including the investment community, the media, customers and employees;
- ix disclosure will be corrected immediately if the Company subsequently learns that earlier disclosure contained a material error at the time it was given, or if, as a result of intervening events, such an earlier disclosure has become misleading; and
- x if Material Information is to be announced at an analyst or shareholder meeting, or a press conference, its announcement must be coordinated with a general public announcement by a press release.

6 MATERIAL CHANGE REPORTS

A Securities laws in Canada require the Company to file a material change report (“**Material Change Report**”) with the applicable securities regulators as soon as practicable and, in any event, within ten days of the date on which the Material Change occurred.

B 6.2 If the Disclosure Committee has determined that the filing of a Material Change Report with respect to a Material Change would be unduly detrimental to the interests of the Company then the Company will file a “confidential” Material Change Report (“**Confidential Material Change Report**”) with the appropriate securities regulators. When the Company files a Confidential Material Change Report, it must advise the securities regulators in writing if it believes that the Confidential Material Change Report should continue to remain confidential, within ten days of the filing of the initial report and every ten days thereafter until either (a) the Material Change is publicly disclosed; or (b) the decision to implement the Material Change has been rejected by the Company’s Board of Directors.

7 MAINTAINING CONFIDENTIALITY

A Any employee privy to Confidential Information concerning the Company or its business partners is prohibited from communicating such information to anyone else unless it is necessary to do so in the course of business or required by law. No one in possession of Confidential Information should disclose that information to any outside party except in the necessary course of business and then only with the prior approval of the Disclosure Committee.

B Outside parties privy to undisclosed Material Information concerning the Company will be told that they must not divulge this information to anyone else, other than in the necessary course of business and that they may not trade in the Company’s securities until the information is publicly disclosed. If the Disclosure Committee believes it to be necessary or appropriate, such outside parties will confirm their commitment to non-disclosure in writing under a form of confidentiality agreement approved by the Disclosure Committee.

- C** To prevent the misuse or inadvertent disclosure of undisclosed Material Information, the following procedures should be observed at all times:
- i documents and files containing Confidential Information should be kept in a safe place, with restricted access to individuals in the necessary course of business. Code names should be used if necessary;
 - ii confidential matters should not be discussed in public places where the discussion may be overheard;
 - iii confidential documents should not be read or displayed in public places and should not be discarded where others can retrieve them;
 - iv employees must ensure they maintain the confidentiality of information in their possession outside of the office as well as inside the office;
 - v transmission of documents containing undisclosed Material Information by electronic means, such as by fax, e-mail or directly from one computer to another, should be made only where it is reasonable to believe that the transmission can be made and received under secure conditions; and
 - vi access to confidential electronic data should be restricted through the use of passwords.

8 DESIGNATED SPOKESPERSONS

- A** In order to ensure the investment community, regulators, newsletter writers and the media are receiving consistent and accurate information, only the Chief Executive Officer or the Chief Financial Officer or a person specifically authorized by the Chief Executive Officer (“**Authorized Spokesperson**”) may serve as an Authorized Spokesperson to speak on behalf of the Company to those groups.
- B** The Chief Executive Officer may, from time to time, designate others within the Company with authority to speak on behalf of the Company as back-ups, or to respond to specific inquiries from regulators or the investment community.
- C** Persons who are not Authorized Spokespersons must not respond under any circumstances to inquiries from the investment community, the media or other persons unless specifically requested to do so by an Authorized Spokesperson. All such information inquiries made to non-designated spokespersons shall be initially referred to an Authorized Spokesperson.

9 COMPLIANCE REGARDING DISCLOSURE RELATING TO PROPERTIES ON WHICH THE COMPANY HAS STREAMING TRANSACTION

- A** Disclosure in the Company’s continuous disclosure documents and on the Company’s website respecting properties on which the Company has a streaming transaction must comply with National Instrument 43-101.

10 PRESS RELEASES

- A** Once the Disclosure Committee determines that a development is material, it will authorize the issuance of a press release unless the Disclosure Committee determines that such development must remain confidential for the time being. If developments are to remain confidential, appropriate confidential filings must be made and control of the inside information will be instituted by a member of the Disclosure Committee.

- B** Prior to release and dissemination, press releases will be circulated to the Disclosure Committee for review, comment and approval in accordance with this Policy.
- C** With the exception of Material Changes (as defined in securities laws) requiring immediate disclosure, press releases should be released after market close, or prior to market opening, whenever possible.
- D** When the Stock Exchange is open for trading, advance notice of a press release announcing Material Information must, where applicable, be provided to IIROC to determine if a halt in trading is necessary to provide time for the market to digest the news. When a press release announcing Material Information is issued outside of trading hours, where applicable IIROC should be notified before the market opens. News releases will be posted on the Company's web site and otherwise distributed by the Company only after confirmation of dissemination over the news wire.

11 CONFERENCE CALLS

- A** Conference calls may be held only when determined appropriate by the Disclosure Committee and will be accessible simultaneously to all interested parties by telephone or via a web cast over the Internet. The call will be preceded by a news release containing all relevant Material Information. At the beginning of the call, a Company spokesperson will provide appropriate cautionary language regarding any forward-looking information, in accordance with this Policy, and, if applicable, will direct participants to publicly available documents containing the assumptions, sensitivities and a full discussion of the risks and uncertainties applicable to the news.
- B** The Company will provide advance notice of the conference call and web cast by issuing a news release announcing the date, time and topic and providing information on how interested parties may access the call and web cast. These details will be provided on the Company's web site. In addition, the Company may send invitations to analysts, institutional investors, the media and others. Any material supplemental information provided to participants will also be posted to the web site for others to view.
- C** The Disclosure Committee will hold a debriefing meeting immediately after the conference call if it determines that selective disclosure of previously undisclosed Material Information has occurred and the Company will immediately disclose the information broadly via news release.

12 RUMOURS

- A** The Company shall not comment affirmatively on rumours.
- B** Should a Stock Exchange or a securities regulatory authority request that the Company make a statement in response to a market rumour that is causing significant volatility in the stock, the Disclosure Committee will consider the matter and decide whether to issue a news release and whether to request a trading halt pending such news release. If the rumour is true, in whole or in part, this may be evidence of a leak, and the Company will consider issuing a news release disclosing the relevant Material Information.
- C** If any Director, officer or employee of the Company or any person or company related to or controlled by them should become aware of a rumour concerning the Company on a chat-room, news group, or any other source that may have a material impact on the price of the Company's stock, he or she should immediately contact a member of the Disclosure Committee.

13 CONTACTS WITH ANALYSTS, INVESTORS AND THE MEDIA

- A** Disclosure in individual or group meetings does not constitute adequate disclosure of information that is considered material non-public information. If the Company intends to announce Material Information at an analyst or shareholder meeting or a press conference or conference call, the announcement must be preceded by a news release.
- B** The Company recognizes that meetings with analysts and significant investors are an important element of its investor relations program. The Company will meet with analysts and investors individually or in small groups as needed and will initiate contacts or respond to analyst and investor calls in a timely, consistent and accurate fashion in accordance with this Policy. All analysts will receive fair treatment regardless of whether they are recommending buying or selling the Company's securities.
- C** The Company will provide only non-material information through individual and group meetings, in addition to publicly disclosed Material Information, recognizing that an analyst or investor may construct this information into a mosaic that could result in Material Information. The Company cannot alter the materiality of information by breaking down the information into smaller, non-material components.
- D** The Company will provide the same sort of detailed, non-material information to individual investors, newsletter writers or reporters that it has provided to analysts and institutional investors and may post this information on its web site.

14 REVIEWING ANALYST REPORTS AND FINANCIAL MODELS

- A** Upon request, the Company may review analysts' draft research reports or financial models for factual accuracy based on publicly disclosed information. The Company will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with the analyst's financial model and earnings estimates.
- B** To avoid appearing to endorse an analyst's report or model, the Company will provide its comments orally or will attach a disclaimer to written comments to indicate the report was reviewed only for factual accuracy.

15 LIMITS ON DISTRIBUTING ANALYST REPORTS

- A** Analyst reports are proprietary products of the analyst's firm. Distributing or referring to analyst reports, or providing links to them, may be viewed as an endorsement by the Company of the reports. For these reasons, the Company should not provide analyst reports to persons outside of the Company. The Company may, however, distribute analyst reports to employees of the Company. Notwithstanding the foregoing, the Company will distribute analyst reports to its Directors and senior officers to monitor the communications of the Company and to assist them in understanding how the marketplace values the Company and how corporate developments affect the analysis. Analyst reports may also be provided to the Company's financial and professional advisors in the necessary course of business. The Company may post on its web site, regardless of the recommendation, a complete listing of all the investment firms and analysts who are known to provide research coverage on the Company.

16 INDUSTRY CONFERENCES

- A** This Policy applies to any form of communication, such as a speech, roundtable discussion or an informal conversation on a convention centre floor, by any Director, officer or employee of the Company made at any industry conference or similar event.

17 FORWARD-LOOKING INFORMATION

- A** The Company will not disclose forward-looking information unless it has a reasonable basis for the forward-looking information. Where the Company elects to disclose forward-looking information in continuous disclosure documents, speeches, investor conference calls or otherwise, it shall include with their forward-looking statements, appropriate statements of risks and cautionary language.

18 QUIET PERIODS

- A** At such time as the Disclosure Committee determines that the Company's quarterly financial results are sufficiently material to the public, the Disclosure Committee will announce and the Company will observe quiet periods ("Quiet Periods") prior to announcements of quarterly financial results. During a Quiet Period, no earnings guidance or comments with respect to the current quarter's operations or expected results will be provided by the Company to analysts, investors or other market professionals. The Company may communicate with analysts and investors during Quiet Periods; however, such communications will be limited to responding to inquiries concerning publicly available or non-material information. If at any time, regardless if in a quiet period or not, an officer or director who has an intention of trading shares of the Company shall consult a member of the Committee before executing on any trade.

19 RESPONSIBILITY FOR ELECTRONIC COMMUNICATIONS

- A** This Policy applies to electronic communications (including the Company's web site) as well as traditional written and oral communication. Accordingly, officers and personnel responsible for written and oral public disclosures are also responsible for electronic communications.
- B** The Disclosure Committee is responsible for overseeing the updating of the Company's web site and for monitoring all Company information placed on the web site to ensure that it is accurate, complete, up-to-date and in compliance with relevant securities laws.
- C** Any material changes in information on the Company's web site must be updated promptly. Inaccurate information must be promptly removed from the web site and a correction must be posted.
- D** Disclosure on the Company's web site alone does not constitute adequate disclosure of information that is considered material non-public information. Any disclosure of Material Information on the web site will be preceded by the issuance of a news release.
- E** Only public information or information which could otherwise be disclosed in accordance with this Policy will be utilized in responding to electronic inquiries.

20 COMMUNICATION, EDUCATION AND ENFORCEMENT

- A** The Policy extends to all employees of the Company and its subsidiaries, their respective Boards of Directors and authorized spokespersons. All Directors, officers and employees, including new Directors, officers, and employees, will be provided with a copy of this Policy and educated about its importance.
- B** Changes to this Policy will be communicated to all persons to whom this Policy applies.
- C** Any employee who violates this Policy may face disciplinary action up to and including termination of employment without notice. The violation of this Policy may also violate certain securities laws, which could expose Directors, officers or employees to personal liability. If it appears that an employee may have violated such securities laws, the Company may refer the matter to the appropriate regulatory authorities, which could lead to fines or other penalties.
- D** Directors and officers are required to acknowledge that they have read this Policy annually. Employees are required to acknowledge that they have read this Policy when they are engaged or when the Policy is introduced or significantly revised.

If you have questions about the interpretation of this Policy, please contact the Chief Financial Officer of the Company.

IMPLEMENTED by the Board Of Directors of **SANDSTORM GOLD LTD.** on April 29, 2010

AMENDED by the Board Of Directors of **SANDSTORM GOLD LTD.** on November 4, 2013