

Terms of Reference for the Board of Directors

1 PURPOSE

The Board of Directors (the “**Board**”) of Sandstorm Gold Ltd. (the “**Company**”) is elected by the Company’s shareholders to supervise the management of the business and affairs of the Company. The Terms of Reference for the Board of Directors (the “**Terms of Reference**”) along with the certificate of amalgamation, articles and the Board committee Charter/Terms of References, form the framework for governance of the Company.

The prime stewardship responsibility of the Board is to ensure the viability of the Company and to ensure that it is managed in the best interest of the Company and of its shareholders as a whole while taking into account the interests of other stakeholders.

The Board’s main expectations of the Company’s management are to protect the Company’s interests and ensure the long-term growth of shareholder value.

2 COMPOSITION AND OPERATIONS

The Board shall be composed of not fewer than three (3) Directors. The Board shall also be constituted with a majority of individuals who qualify as independent directors, as per the standards of independence established in the National Instrument 58-101 respecting *Disclosure of Corporate Governance Practices*. The size of the Board shall be determined based upon an evaluation of the needs of the Company, the qualifications of any available identified candidates, and current Board composition.

The Board shall meet as often as required, but not less frequently than four (4) times a year. The Board shall maintain minutes reporting its activities/discussions.

The Board shall appoint a Chairmain of the Board (“**Chair**”). In the absence of the Chair at a Board meeting, the remaining Board members present shall appoint one of themselves to chair the Board meeting. The Chair may invite members of management and advisors to attend Board meetings.

A quorum for any meeting of the Board shall be a majority of its members.

3 DUTIES AND RESPONSIBILITIES

In addition to statutory responsibilities, the Board, either directly or through one of its committees assume responsibility for:

- ▶ The strategic planning process of the Company;
- ▶ Adopting a strategic plan, reviewed on an annual basis, or as needed, which takes into consideration, among other things, the risks and opportunities of the Company's business that are presented by management;
- ▶ Identifying the principal risks of the Company's business and ensuring the implementation of appropriate systems to manage these risks;
- ▶ Annual capital and operating budgets which support the Company's ability to meet its strategic objectives;
- ▶ Material acquisitions and divestitures;
- ▶ Succession planning, including appointing, training and monitoring the development of senior management;
- ▶ A communications policy for the company to facilitate communications with investors and other interested parties; and
- ▶ The integrity of the Company's internal control and management information systems.

Directors are expected to make reasonable efforts to attend all Board meetings and to review materials distributed to them in advance of Board meetings.

4 TERMS OF REFERENCE AND OTHER MATTERS

The Board shall:

- 01** shall have the right to engage experts or advisors, including independent legal counsel, at the expense of the Company, and to set and pay the compensation of such outside experts or advisors.
- 02** ensure that an annual evaluation of the Board's own performance is carried out; and
- 03** review and assess annually, or as otherwise determined by the Board, the adequacy of this Terms of Reference and recommend any changes it considers necessary or advisable to the Board for approval.

ADOPTED AND APPROVED by the Board of Directors of **SANDSTORM GOLD LTD.** on May 2, 2024.