MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102

Item 1 Name and Address of Company

Sandstorm Metals & Energy Ltd. (the "**Company**" or "**Sandstorm**")
Suite 1400 – 400 Burrard Street
Vancouver, BC V6C 3A6

Item 2 Date of Material Change

May 15, 2013

Item 3 News Release

A news release with respect to the material change referred to in this report was disseminated by the Company through Marketwire on May 10, 2013 and subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Company announced that its shareholders have approved the proposed ten (10) for one (1) consolidation (the "**Consolidatio**n") of the Company's common shares ("**Common Shares**") and that the Company would give effect to the Consolidation at 12:01 a.m. on Wednesday, May 15, 2013. The Company's post-consolidation Common Shares were posted for trading on the TSX Venture Exchange at the opening on Wednesday, May 15, 2013 under the current symbol "SND" and new CUSIP number 80013L308.

Item 5 Full Description of Material Change

The Company announced that the Company would give effect to the consolidation of its common shares ("**Common Shares**") on the basis of ten (10) pre-consolidation Common Shares for each one (1) post-consolidation Common Share (the "**Consolidation**") at 12:01 a.m. on Wednesday, May 15, 2013. The Company's shareholders authorized the Consolidation at the shareholder's meeting held on May 10, 2013 and the Company's post-consolidation Common Shares were posted for trading on the TSX Venture Exchange at the opening on Wednesday, May 15, 2013 under the current symbol "SND" and new CUSIP number 80013L308.

The 333,360,280 Common Shares issued and outstanding prior to the Consolidation have been consolidated to approximately 33,336,028 Common Shares. If, as a result of the Consolidation, a Shareholder would otherwise be entitled to a fraction of a post-Consolidation Common Share, the number of post-Consolidation Common Shares will be rounded to the nearest whole number. The Company's currently outstanding stock options and restricted share rights will be adjusted on the same basis with proportionate adjustments being made to the stock option exercise prices. The Company has mailed letters of transmittal to the registered holders of its Common Shares, requesting that they forward their pre-consolidation Common Share certificates to the Company's transfer agent, Computershare Investor Services Inc., for exchange for new Common Share certificates representing their Common Shares on a post-consolidation basis.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

For further information contact Erfan Kazemi at (604) 689-0234.

Item 9 Date of Report

DATED as of this 15th day of MAY, 2013.

Sandstorm Gold Ltd.

By: *"Erfan Kazemi"*
Chief Financial Officer