





**NOMAD ROYALTY COMPANY LTD**  
**EIN: FOREIGNUS**  
**EXHIBIT TO FORM 8937**

DISCLAIMER: The information contained herein is being provided pursuant to the requirements of section 6045B of the Internal Revenue Code of 1986, as amended (the "Code"). This attachment includes a general summary regarding certain US federal income tax laws and regulations relating to the effects of the transaction described below.

The information provided on Form 8937 and within this exhibit is based on the intended tax treatment of the below described acquisition by Sandstorm Gold Ltd. ("Sandstorm") of all of the common shares of Nomad Royalty Company Ltd. ("Nomad") as a reorganization qualifying under Section 368(a) of the Code. The information herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of persons owning Nomad stock, options, or warrants. Such persons, including for example stockholders that hold different blocks of shares (i.e., shares acquired at different times or different prices), are urged to consult their own tax advisors regarding the Acquisition and the particular consequences to them, including the applicability and effect of all US federal, state, local, and foreign tax laws. Furthermore, we urge former holders of Nomad interests to read the company's management information circular dated July 11, 2022, available on SEDAR.

**Line 14**      **Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action.**

On August 15, 2022 (the "Effective Date"), Sandstorm completed the acquisition of all of the outstanding common shares of Nomad by way of a court approved plan of arrangement (the "Agreement") in accordance with the Canada Business Corporations Act (the "Acquisition"). Under the terms of the agreement, Sandstorm issued 1.21 common shares of Sandstorm stock for each common share of Nomad stock.

**Line 15**      **Describe the quantitative effect of the organizational action on the basis of the security in the hands of a US taxpayer as an adjustment per share or as a percentage of old basis**

The Acquisition is intended to qualify as a reorganization under Section 368(a)(1)(B) of the Code. Neither Nomad nor Sandstorm has obtained, nor do they intend to obtain, a ruling from the IRS or an opinion from legal counsel with respect to the US federal income tax consequences described herein, including with respect to the Acquisition.

*Treatment for US Nomad Shareholders*

Assuming the Acquisition qualifies as a reorganization under Section 368(a)(1)(B) of the Code, the aggregate tax basis of the Sandstorm common shares received in the Acquisition by a US holder of Nomad common shares will

be equal to the aggregate tax basis of the Nomad common shares it exchanged in the Acquisition under Sections 358(a) and 358(b) of the Code.

Former US Nomad shareholders are encouraged to consult their own tax advisors regarding the tax consequences of the Acquisition to them, including the effect of all applicable US federal, state and local, and foreign tax laws.

Treatment for US Nomad Warrant Holders

Assuming the Acquisition qualifies as a reorganization under Section 368(a)(1)(B) of the Code, the US Nomad warrant holders may have tax free treatment on the receipt of Sandstorm warrants.

Former US Nomad warrant holders are encouraged to consult their own tax advisors regarding the tax consequences of the Acquisition to them, including the effect of all applicable US federal, state and local, and foreign tax laws.

**Line 16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.**

For a former US Nomad shareholder, the aggregate tax basis of the Sandstorm common shares received in the Acquisition should be equal to the aggregate tax basis of the Nomad common shares it exchanged in the Acquisition.

For a US Nomad warrant holder, the aggregate tax basis of the new Sandstorm warrants received will generally be equal to the US Nomad warrant holder's tax basis of the old Nomad warrants exchanged.

**Line 17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.**

Sections 354(a), 358(a), and 368(a) of the Code.

**Line 18 Can any resulting loss be recognized?**

No loss may be recognized as a result of the Acquisition described herein.

**Line 19 Provide any other information necessary to implement the adjustment, such as the reportable tax year.**

The reportable tax year is 2022 for taxpayers reporting taxable income on a calendar year basis.