

Sandstorm Gold Ltd. and Gold Royalties Corp. Complete Plan of Arrangement

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CALGARY, April 28, 2015 - [Gold Royalties Corporation](#) (TSX VENTURE:GRO) ("Gold Royalties") is pleased to announce today the completion of the previously announced plan of arrangement (the "Arrangement") under Section 193 of the Business Corporations Act (Alberta) pursuant to which [Sandstorm Gold Ltd.](#) ("Sandstorm") acquired 100% of the outstanding common shares (the "Gold Royalties Shares") of Gold Royalties, other than the Gold Royalties Shares already owned by Sandstorm.

Under the Arrangement, Gold Royalties shareholders are entitled to receive common shares of Sandstorm (the "Sandstorm Shares") on the basis of 0.045 of a Sandstorm Share for each Gold Royalties Share held by them. Each holder of warrants or options of Gold Royalties outstanding immediately prior to the effective time of the Arrangement are entitled to receive 0.045 of a Sandstorm Share on subsequent exercise of such warrant or option, as applicable, for the same aggregate consideration payable for such warrant or option. Shareholders of Gold Royalties voted in favour of the transaction at the special meeting of Gold Royalties shareholders held on April 23, 2015 and Gold Royalties received final court approval on April 24, 2015. For further details of the Arrangement, see Gold Royalties' press release dated February 18, 2015.

In connection with the Arrangement, Gold Royalties will apply to delist the Gold Royalties Shares from the TSX Venture Exchange.

In order to receive Sandstorm Shares, registered holders of Gold Royalties Shares must deliver a properly completed letter of transmittal (the "Letter of Transmittal") and certificate(s) representing their Gold Royalties Shares, along with any other required documents, to Computershare Investor Services Inc. ("Computershare") at the address specified in the Letter of Transmittal. The Letter of Transmittal was mailed to the registered shareholders of Gold Royalties along with the management information circular dated March 23, 2015 (the "Circular") and is also available under Gold Royalties' profile on SEDAR at www.sedar.com or by contacting Computershare directly. The Letter of Transmittal is for use by registered holders of Gold Royalties Shares only and is not to be used by non-registered beneficial holders of Gold Royalties Shares (the "Beneficial Shareholders"). A Beneficial Shareholder does not hold Gold Royalties Shares in its own name and such shares are held by an intermediary. Beneficial Shareholders should contact their intermediary for instructions and assistance in delivering certificates representing Gold Royalties Shares and receiving Sandstorm Shares for such Gold Royalties Shares.

ABOUT GOLD ROYALTIES CORPORATION

[Gold Royalties Corp.](#) is a growth-orientated gold royalty business that acquires and holds gold royalty assets for investment purposes.

For more information visit: www.GoldRoyalties.ca.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This press release contains "forward-looking statements", within the meaning of applicable Canadian securities legislation, concerning the business, operations and financial performance and condition of [Gold Royalties Corp.](#) ("Gold Royalties"). Forward-looking statements include, but are not limited to, statements with respect to the future price of gold, the estimation of mineral reserves and resources, realization of mineral reserve estimates, and the timing and amount of estimated future production. Forward-looking statements can generally be identified by the use of forward-looking terminology such as "may", "will", "expect", "intend", "estimate", "anticipate", "believe", "continue", "plans", or similar terminology.

Forward-looking statements are made based upon certain assumptions and other important factors that, if untrue, could cause the actual results, performances or achievements of Gold Royalties to be materially different from future results, performances or achievements expressed or implied by such statements. Such

statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which Gold Royalties will operate in the future, including the price of gold and anticipated costs. Certain important factors that could cause actual results, performances or achievements to differ materially from those in the forward-looking statements include, amongst others, gold price volatility, discrepancies between actual and estimated production, mineral reserves and resources and metallurgical recoveries, mining operational and development risks relating to the parties which produce the gold that Gold Royalties will purchase, regulatory restrictions, activities by governmental authorities (including changes in taxation), currency fluctuations, the global economic climate, dilution, share price volatility and competition.

Forward-looking statements are subject to known and unknown risks, uncertainties and other important factors that may cause the actual results, level of activity, performance or achievements of Gold Royalties to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: the impact of general business and economic conditions, the absence of control over mining operations from which Gold Royalties will purchase gold and risks related to those mining operations, including risks related to international operations, government and environmental regulation, actual results of current exploration activities, conclusions of economic evaluations and changes in project parameters as plans continue to be refined, risks in the marketability of minerals, fluctuations in the price of gold, fluctuation in foreign exchange rates and interest rates, stock market volatility. Although Gold Royalties has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Gold Royalties does not undertake to update any forward looking statements that are contained or incorporated by reference, except in accordance with applicable securities laws.

Contact

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