

Sandstorm Metals & Energy Announces Closing of Arrangement with Sandstorm Gold

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VANCOUVER, May 29, 2014 /CNW/ - [Sandstorm Metals & Energy Ltd.](#) ("Sandstorm Metals" or the "Company") is pleased to announce the completion of the previously announced plan of arrangement (the "Arrangement") pursuant to which [Sandstorm Gold Ltd.](#) ("Sandstorm Gold") has acquired 100% of the outstanding common shares of the Company.

Under the Arrangement, Sandstorm Metals shareholders are entitled to 0.178 of a common share of Sandstorm Gold (each whole common share, a "Sandstorm Gold Share") and CAD\$0.35 to be paid in cash (together, with the fractional Sandstorm Gold Share, the "Consideration"). Shareholders of Sandstorm Metals voted overwhelmingly in favour of the transaction at an annual and special meeting of shareholders held on May 27, 2014 and the Company received final court approval for the Arrangement on May 28, 2014.

In connection with the Arrangement, the Company has applied for the delisting of the Sandstorm Metals common shares ("Sandstorm Metals Shares") from the TSX Venture Exchange and will apply to the applicable securities regulatory authorities for non-reporting issuer status under Canadian securities law.

In order to receive the Consideration, registered holders of Sandstorm Metals must deliver a properly completed letter of transmittal (the "Letter of Transmittal") and certificate(s) representing their Sandstorm Metals Shares 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 Sandstorm Metals along with the management information circular dated April 24, 2014 (the "Circular"). Both documents are available under the Sandstorm Metals profile on SEDAR at www.sedar.com. The Letter of Transmittal is for use by registered holders of Sandstorm Metals Shares only and is not to be used by non-registered beneficial holders of Sandstorm Metals Shares (the "Beneficial Shareholders"). A Beneficial Shareholder does not hold Sandstorm Metals Shares in its own name as the shares are held by an intermediary. Beneficial Shareholders should contact their intermediary for instructions and assistance in delivering certificates representing Sandstorm Metals Shares.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This press release contains "forward-looking statements", within the meaning of the U.S. Securities Act of 1933, the U.S. Securities Exchange Act of 1934, the Private Securities Litigation Reform Act of 1995 and applicable Canadian securities legislation, concerning the business, operations and financial performance and condition of [Sandstorm Metals & Energy Ltd.](#) ("Sandstorm Metals"). Forward-looking statements include, but are not limited to, statements with respect to the annual general and special meeting of Sandstorm Metals; the completion of the Arrangement, including the receipt of court and stock exchange approvals, and the entering into of lock-up agreements with certain holders of Sandstorm Metals Shares. 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 information is based on reasonable assumptions that have been made by Sandstorm as at the date of such information and is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Sandstorm Metals to be materially different from those expressed or implied by the forward-looking information, including but not limited to: the impact of general business and economic conditions; the absence of control over operations from which Sandstorm Metals will purchase commodities and risks related to those 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; problems inherent to the marketability of commodities; industry conditions, including fluctuations in the price of commodities, fluctuations in foreign exchange rates and fluctuations in interest rates; stock market volatility; competition; as well as those factors discussed in the section entitled "Risks to Sandstorm" in Sandstorm Metals' annual report for the financial year ended December 31, 2013. Although Sandstorm Metals has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such

information. Accordingly, readers should not place undue reliance on forward-looking information. Sandstorm Metals does not undertake to update any forward-looking information that is contained or incorporated by reference herein, except in accordance with applicable securities laws. Sandstorm Metals does not provide any representation as to its comparability with other companies in its industry including, but not limited to, [Franco-Nevada Corp.](#), [BHP Billiton](#) and [Rio Tinto](#).

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

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