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# Regulation

NYSE Regulation, Inc.  
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August 13, 2012

Received SEC

AUG 13 2012

Chief, Information Technology  
Division of Corporation Finance  
100 F Street, NE MS 3040  
Washington, DC 20549

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CERT NYS  
File No. 001-35617

To whom it may concern:

This is to certify that on August 9, 2012 the NYSE MKT LLC (the "Exchange") received from Sandstorm Gold Ltd. (the "Registrant"), a copy of the Registrant's application on Form 40-F/A for the registration of the following securities:

Common Shares, no par value

We further certify that the above described securities have been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

Jamie Paturelli  
Director, Corporate Compliance  
NYSE Regulation, Inc.