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**Headnote**

Multilateral Instrument 11-102 Passport System and National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – National Instrument 51-102, s. 13.1 Continuous Disclosure Obligations – Information Circular - National Instrument 71-101 Multijurisdictional Disclosure System - An issuer completing an arrangement, reorganization or significant acquisition that requires prospectus-level disclosure in an information circular wants relief from the requirement in the MJDS prospectus form to provide a reconciliation to Canadian GAAP for financial statements prepared in accordance with US GAAP to be included in the information circular – The financial statements relate to an entity that is an SEC foreign issuer under NI 52-107; other provisions of Canadian securities legislation allow an SEC issuer or SEC foreign issuer to use financial statements prepared in accordance with U.S. GAAP without providing a reconciliation to Canadian GAAP; the public will receive financial statements of the entity prepared in accordance with U.S. GAAP.

**Applicable Legislative Provisions**

National Instrument 51-102 Continuous Disclosure Obligations, s. 13.1

National Instrument 71-101 The Multijurisdictional Disclosure System, s. 21.1

August 21, 2025

In the Matter of
the Securities Legislation of
British Columbia and Ontario

(the Jurisdictions)

and

In the Matter of
the Process for Exemptive Relief Applications in Multiple Jurisdictions

and

In the Matter of
Sandstorm Gold Ltd.

(the Filer)

Order

**Background**

1. The securities regulatory authority or regulator in each of the Jurisdictions (the Decision Maker) has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the Legislation) for an exemption from the requirements in National Instrument 51-102 *Continuous Disclosure Obligations* (NI 51-102) and National Instrument 71-101 *The Multijurisdictional Disclosure System* (NI 71-101) to include a reconciliation to Canadian GAAP of the following financial statements prepared in accordance with U.S. GAAP (as defined in National Instrument 52-107 *Acceptable Accounting Principles and Auditing Standards* (NI 52-107)) that are required to be included or incorporated by reference in the information circular (the Information Circular) to be sent to securityholders of the Filer under a plan of arrangement (the Arrangement) involving the Filer and Royal Gold, Inc. (Royal Gold):
2. historical financial statements of Royal Gold; and
3. pro forma financial statements of Royal Gold giving effect to the Arrangement and a plan of arrangement (Horizon Arrangement) involving Royal Gold and Horizon Copper Corp. (Horizon) (the Exemption Sought).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a dual application):

1. the British Columbia Securities Commission is the principal regulator for this application,
2. the Filer has provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in Alberta, Manitoba, New Brunswick, Newfoundland and Labrador, Northwest Territories, Nova Scotia, Nunavut, Prince Edward Island, Saskatchewan, Québec and Yukon, and
3. this decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

**Interpretation**

1. Terms defined in National Instrument 14-101 *Definitions* or MI 11-102 have the same meaning if used in this decision, unless otherwise defined.

**Representations**

1. This decision is based on the following facts represented by the Filer:

*The Filer*

1. the Filer is a corporation incorporated under Business Corporations Act (British Columbia) (the BCBCA);
2. the Filer’s head office and registered office are located in Vancouver, British Columbia;
3. the Filer is a reporting issuer in each of the provinces and territories of Canada and is not in default of the securities legislation in any jurisdiction;
4. the authorized share structure of the Filer consists of an unlimited number of common shares (Sandstorm Shares); as at July 18, 2025, 293,157,955 Sandstorm Shares were issued and outstanding;
5. the Sandstorm Shares are listed on the TSX and the New York Stock Exchange;

*Royal Gold*

1. Royal Gold is a corporation existing under the laws of the State of Delaware;
2. the head office of Royal Gold is located in Denver, Colorado and the registered office of Royal Gold is located in Wilmington, Delaware;
3. Royal Gold is subject to the 1934 Act and is a reporting issuer in each of the provinces of Canada and is not in default of (a) securities legislation in any of the jurisdictions, or (b) its obligations under the 1934 Act or other applicable securities legislation in the United States;
4. the authorized capital of Royal Gold consists of 200,000,000 shares of common stock
(Royal Gold Shares) and 10,000,000 shares of preferred stock (Royal Gold Preferred Shares); as at July 15, 2025, there were 65,831,053 Royal Gold Shares issued and outstanding and no Royal Gold Preferred Shares issued or outstanding;
5. the Royal Gold Shares are listed on the Nasdaq Global Select Market;
6. Royal Gold currently files financial statements prepared in accordance with U.S. GAAP;

*The Arrangement*

1. on July 6, 2025, the Filer and Royal Gold entered into an arrangement agreement (Arrangement Agreement) whereby Royal Gold agreed to acquire all of the issued and outstanding Sandstorm Shares under the Arrangement; following completion of the Arrangement, the Filer will be a wholly-owned subsidiary of Royal Gold;
2. concurrent with the entering into of the Arrangement Agreement, on July 6, 2025, Royal Gold and Horizon entered into an arrangement agreement whereby Royal Gold agreed to acquire all of the issued and outstanding common shares of Horizon under the Horizon Arrangement; following completion of the Horizon Arrangement, Horizon will be a wholly-owned subsidiary of Royal Gold;
3. in accordance with the BCBCA, the Arrangement must be approved by a special resolution of the of holders of Sandstorm Shares (Sandstorm Shareholders) at a special meeting of the Sandstorm Shareholders; the Filer will prepare and mail the Information Circular to the Sandstorm Shareholders, which will contain, among other things, detailed information regarding the Arrangement and the business and operations of Royal Gold;
4. under the form requirements for an information circular in NI 51-102, the Information Circular must include disclosure about Royal Gold prescribed by the form of prospectus that Royal Gold would be eligible to use immediately prior to the sending and filing of the Information Circular;
5. under section 3.1(c) of NI 71-101, Royal Gold is eligible to file a prospectus in the form of a MJDS prospectus prepared in accordance with the disclosure and other requirements of United States federal securities laws as it meets the eligibility criteria set out in sections 3.1(c) and 3.1(a)(ii) to (v) of NI 71-101;
6. in order for the Filer to provide the disclosure in the Information Circular in accordance with NI 71-101, the Information Circular must include the following financial statements (the Financial Statements): (i) historical financial statements of Royal Gold; and (ii) pro forma financial statements of Royal Gold giving effect to the Arrangement and the Horizon Arrangement; the Financial Statements have been prepared in accordance with U.S. GAAP;
7. section 4.6 of NI 71-101 would require the Financial Statements to include a reconciliation to Canadian GAAP; and
8. Royal Gold has advised the Filer that it falls within the definition of an SEC foreign issuer in NI 52-107 and, as such, relies on section 4.3 of NI 71-102 and section 3.7 of NI 52-107 to prepare the Financial Statements in satisfaction of its continuous disclosure obligations in Canada in accordance with U.S. GAAP without providing a reconciliation to Canadian GAAP.

**Decision**

1. Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that the Exemption Sought is granted.

Anita Cyr,

Acting Director, Corporate Finance

British Columbia Securities Commission