

DENVER, COLORADO--(Marketwired - April 23, 2015) - [Sandspring Resources Ltd.](#) ("Sandspring" or the "Company") (TSX VENTURE:SSP) is pleased to announce that it has amended its precious metals purchase agreement (the "Gold Purchase Agreement") with Silver Wheaton (Caymans) Ltd. ("Silver Wheaton"), a subsidiary of [Silver Wheaton Corp.](#) (TSX:SLW)(NYSE:SLW) (See Sandspring Press Release dated November 12, 2013), to include a silver stream under which Silver Wheaton will pay Sandspring incremental up-front cash payments totaling US\$5.0 million for 50% of the payable silver production from the Company's Toroparu Mine in Guyana S.A. (the "Toroparu Project"). In addition, Silver Wheaton will make ongoing payments to Sandspring of the lesser of the market price and \$3.90 per payable ounce of silver delivered to Silver Wheaton over the life of the Toroparu Project, subject to a 1% annual increase starting on the fourth anniversary of production. Sandspring is entitled to receive US\$2.0 million of the incremental US\$5.0 million cash payment in four equal installments over the course of 2015, subject to the satisfaction of certain conditions.

Under the existing Gold Purchase Agreement entered into in November of 2013, Silver Wheaton agreed to pay Sandspring US\$148.5 million for 10% of the payable gold production from the Toroparu Project and paid US\$13.5 million of such amount to Sandspring in connection with the entering into of the Gold Purchase Agreement. In addition, Silver Wheaton will make ongoing payments to Sandspring of the lesser of the market price and US\$400 per payable ounce of gold delivered to Silver Wheaton over the life of the Toroparu Project, subject to a 1% annual increase starting on the fourth anniversary of production.

Under the Gold Purchase Agreement, the Company was obligated to deliver the final feasibility study to Silver Wheaton by December 31, 2015. Under the terms of the new Amended and Restated Precious Metals Purchase Agreement (the "PMPA"), the due date for delivery of the final feasibility study has been extended to December 31, 2016.

"The addition of Silver Wheaton as a strategic partner in 2013 under the Gold Purchase Agreement was an important milestone for Sandspring. The expansion of the stream and confirmation of Silver Wheaton's continuing support in these challenging times in the gold market is again a milestone and shows that the Toroparu Project remains an important resource now and for the future," said Rich Munson, Sandspring's Chief Executive Officer. Munson added "securing a base level of financial support and an extension of the due date for the feasibility study on the full-scale Toroparu Project preserves the opportunity for Sandspring to continue its work on a phased development that starts with a smaller scale project with advanced production timelines while preserving the large scale opportunity for the benefit of existing and new shareholders."

As a result of the addition of the silver stream to the PMPA between Silver Wheaton and Sandspring, the overall commitment of Silver Wheaton has increased to US\$153.5 million. Payment of the unpaid balance of the US\$153.5 million is subject to Silver Wheaton's election to proceed or not proceed following receipt of a final feasibility study in respect of the Toroparu Project, and is payable in installments during construction of the Toroparu Project once all necessary mining licenses have been obtained and conditions pertaining to final feasibility, the availability of project capital finance, the granting of additional security to Silver Wheaton and other customary conditions are satisfied.

If no final feasibility study has been delivered by the due date or Silver Wheaton elects not to proceed after receiving the feasibility study, Silver Wheaton may elect (a) not to pay the balance of the deposit and to reduce the gold stream percentage from 10% to 0.909% and the silver stream percentage from 50% to nil, or (b) not to proceed with the streaming transaction and to convert the portion of the deposit already paid less US\$2 million into debt of the Company that will become due and payable in whole or in part upon the occurrence of certain events including, but not limited to, a "change of control" of the Company or the Company obtaining certain levels of debt or equity financing. If Silver Wheaton elects to reduce the streams, Sandspring may return the amount of the deposit already advanced less US\$2 million to Silver Wheaton and terminate the agreement.

Additionally, prior to payment of the initial construction payment, Silver Wheaton has the right to elect to terminate the Agreement upon the occurrence of certain events, including a "Trigger Event" or "Adverse Impact" as both terms are defined in the PMPA, and Silver Wheaton may elect to reduce the streams as set out in (a) above or cause the Company to refund the amounts received as early deposits.

Under the PMPA, the obligation to grant security to Silver Wheaton over all the assets of the Company and certain assets of the Company's subsidiaries has been changed from the date payments begin in connection with the construction of the Toroparu Project to the date prior to release of the second US\$500,000 installment of the early deposit under the PMPA.

Sandspring's legal advisor in respect of the PMPA was Davies Ward Phillips & Vineberg LLP.

In satisfaction of one of the conditions to the payment of the first US\$500,000 installment of the early deposit under the PMPA, a loan from a director of Sandspring to the Company in the amount of US\$130,000 plus accrued interest is being converted to equity upon receipt of approval from the TSX Venture Exchange (the "TSXV") based on the closing price of Sandspring common shares on April 24, 2015. Sandspring will issue shares of common stock in full payment of the loan. The loan transaction constitutes a "related party transaction" as that term is defined under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company is exempt from both the formal valuation and minority shareholder approval requirements of MI 61-101 in connection with the loan transaction on the basis of meeting the exemption requirements of Sections 5.5(b) and 5.7(a) of MI 61-101 (i.e. as a TSXV issuer the Company is not listed on a specified exchange and the fair market value of the transaction does not exceed 25% of the Company's market capitalization).

About Sandspring

[Sandspring Resources Ltd.](http://www.sandspringresources.com) is a Canadian junior mining company currently in advanced exploration and moving toward a definitive feasibility study for the multi-million ounce Toroparu Project in the Republic of Guyana. Visit Sandspring's website at <http://www.sandspringresources.com>.

Additional information on Sandspring can be viewed on SEDAR under the Company's profile at www.sedar.com or on Sandspring's website at www.sandspringresources.com. This press release includes certain forward-looking statements concerning future performance and operations of the Company, including the successful completion of the Company's final feasibility study, as well as management's objectives, strategies, beliefs and intentions. Forward-looking statements are frequently identified by such words as "may", "will", "plan", "expect", "anticipate", "estimate", "intend" and similar words referring to future events and results. Forward-looking statements are based on the current opinions and expectations of management at the time such statements are made. All forward-looking statements and information is inherently uncertain and may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or information.

Forward-looking statements are subject to a variety of assumptions, risks and uncertainties, including risks associated with the ability of the Company to satisfy the conditions precedent to payment of the early deposit under the precious metals purchase agreement, the speculative nature of mineral exploration and development, fluctuating commodity prices, changes in project parameters as plans continue to be refined, uncertainties of project cost overruns or unanticipated costs and expenses, uncertainties inherent in conducting operations in a foreign country, uncertainties related to the availability and costs of financing needed in the future, uncertainties related to the ability to enter into the contracts necessary to develop the mining project on reasonable terms, the risk that the conclusion of pre-production studies may not be accurate, the risk that the Company may be unable to successfully advance the Toroparu Project to feasibility, risks that the Company may not obtain positive results from ongoing evaluation and testing of multiple gold targets located elsewhere in the Company's landholdings, operating or technical difficulties in connection with mining or development activities, labour disputes, and contests over title to properties, particularly title to undeveloped properties, among other risks as described in our public filings available at www.sedar.com. Actual events or results may differ materially from those projected in the forward-looking statements and we caution against placing undue reliance thereon. The Company has an ongoing obligation to disclose material information, as it becomes available.

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

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