

Sandspring and PNO Announce Closing of Business Combination

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DENVER and VANCOUVER, Sept. 14, 2015 /CNW/ - [Sandspring Resources Ltd.](#) (SSP: TSX-V) ("Sandspring") and [PNO Resources Ltd.](#) (PNO.H: TSX-V) ("PNO") are pleased to announce completion of the previously announced acquisition (the "Acquisition") by Sandspring of PNO by way of a court approved plan of arrangement.

Completion of the Acquisition has brought the capital required to advance Sandspring's Toroparu Gold Project in the near term, while also expanding the expertise of Sandspring's management team and board of directors. Including the cash acquired from PNO, PNO's \$4.2 million private placement, and the continued support of [Silver Wheaton Corp.](#), Sandspring will have approximately \$5.7 million in cash. The board of directors of Sandspring now comprises Messrs. John Adams, Suresh Beharry, Greg Barnes, David Constable and Richard Munson as representatives of Sandspring, and Messrs. Frank Giustra, Harry Pokrandt and David Laing as representatives of PNO. Richard Munson will continue as Chief Executive Officer, Jeremy Crichton has been appointed Chief Financial Officer and Rhylin Bailie has been appointed Vice-President Communications and Investor Relations.

"Frank Giustra, Harry Pokrandt and David Laing bring considerable business and resource industry expertise to Sandspring's board of directors," said Richard Munson, Chief Executive Officer of Sandspring. "Frank Giustra has an exceptional track record of building value in resource companies, coupled with his finance and deal-making expertise. As former Managing Director of Macquarie Capital Advisors, Harry Pokrandt brings extensive capital markets insight, while David Laing's extensive mining experience brings the operations insight Sandspring will need as it advances through feasibility toward production. In addition, Frank Giustra's management team, Fiore Management & Advisory Corp., will provide administrative and advisory services to Sandspring, further bolstering the Company's technical, communications and corporate governance capabilities."

"With the merger of Sandspring and PNO complete, Sandspring stands out as a well-capitalized junior resource company with an advanced gold project in a safe mining jurisdiction," said Frank Giustra. "My team reviewed several gold companies and found that Sandspring's Toroparu Gold Project meets our criteria for investment. Toroparu hosts a substantial gold resource with considerable exploration upside, offering great leverage to the gold price, and also copper and silver, when the metals markets strengthen."

Exploration Program

Sandspring plans to commence a \$1.3 million exploration program in Q4-2015 that will include a 4,000-meter diamond drilling program at the Sona Hill Gold Anomaly, and an extension of the regional geochemical exploration grids within the Puruni Shear Corridor that hosts the Toroparu deposit.

Drilling at Sona Hill follows the discovery of anomalous gold values distributed in saprolite discovered during the 2011–2012 regional geochemical survey of the upper Puruni Concession, and is designed to further delineate gold mineralization encountered in saprolite and fresh rock drill intercepts during the initial reverse circulation and diamond drill programs.

Systematic regional saprolite geochemical surveys conducted in 2011–2012 over 45% of the Upper Puruni Concession identified a large, 20 km by 7 km, hydrothermal halo around Toroparu. The size of the hydrothermal alteration footprint suggests the potential to discover more mineralized systems in the area. In addition, the geochemical surveys identified several gold anomalies within the footprint, and drill results at Sona Hill and Makapa indicate the presence of gold in saprolite and fresh rock. The 2015 geochemical survey will extend the Company's regional exploration grid to unexplored areas within the Puruni Shear Corridor in an effort to identify additional mineralized systems.

Additional information regarding previous exploration at Toroparu is available on the Company's website at <http://www.sandspringresources.com/s/exploration-projects.asp>.

Details of the Acquisition

Prior to completion of the Acquisition, Sandspring consolidated its issued and outstanding common shares on the basis of one "new" common share (a "Post-Consolidation Sandspring Share") for every three shares outstanding (the "Consolidation"). The Acquisition was subsequently completed pursuant to which PNO was amalgamated with a wholly-owned subsidiary of Sandspring, and all of the issued and outstanding common shares of PNO ("PNO Shares") were acquired by Sandspring in consideration of the issuance of one Post-Consolidation Sandspring Share for each PNO Share held (the "Exchange Ratio"). Also in connection with the Acquisition, all of the outstanding stock options and warrants of PNO were either converted into equivalent securities of Sandspring or became exercisable pursuant to their terms to acquire Post-Consolidation Sandspring Shares in lieu of PNO Shares, in each case subject to adjustment based on the Exchange Ratio.

Prior to completion of the Acquisition, a private placement of 20,841,650 subscription receipts of PNO ("Subscription Receipts") was completed at a price of \$0.20 per Subscription Receipt to raise aggregate gross proceeds of \$4,168,330 (the "Private Placement"). Immediately prior to closing of the Acquisition, each Subscription Receipt converted into one PNO Share and one common share purchase warrant of PNO, which shares and warrants were subsequently exchanged for Post-Consolidation Sandspring Shares and Sandspring share purchase warrants ("Sandspring Warrants") pursuant to the Acquisition. Each Sandspring Warrant entitles the holder to acquire one Post-Consolidation Sandspring Share at an exercise price of \$0.30 until September 11, 2020.

Sandspring now has 82,519,545 shares issued and outstanding, with 29,284,008 warrants and 3,859,916 options for a total of 115,663,469 shares outstanding on a fully diluted basis. The PNO Shares are scheduled to be delisted from the TSX Venture Exchange ("TSX-V") at market close on September 14, 2015. Sandspring Post-Consolidation Shares will commence trading, after giving effect to the Acquisition and Consolidation, on the TSX-V at market open on September 15, 2015.

For further details concerning the Acquisition, please refer to the Management Information Circular of PNO dated August 4, 2015 available on SEDAR at www.sedar.com.

About Sandspring Resources Ltd.

[Sandspring Resources Ltd.](#) is a Canadian junior mining company currently moving toward a definitive feasibility study for the multi-million ounce Toroparu Gold Project in the Republic of Guyana. A gold and silver purchase agreement with [Silver Wheaton Corp.](#) validates the project's potential and substantially reduces project finance requirements. A prefeasibility study completed in May 2013 (NI 43-101 Technical Report, Prefeasibility Study, Toroparu Gold Project, Upper Puruni River Area, Guyana, dated May 24, 2013 completed by SRK Consulting (U.S.), Inc., available on SEDAR at www.sedar.com) outlined the design of an open-pit mine producing more than 200,000 ounces of gold annually over an initial 16-year mine life. Significant exploration potential, along with copper and silver credits, provide additional upside potential for the Toroparu Gold Project. Additional information is available at www.sandspringresources.com or by email at info@sandspringresources.com.

All scientific and technical information contained in this press release has been prepared under the supervision of Werner Claessens, Lic. Geo., P.Geo., Vice-President Exploration of Sandspring and a "qualified person" within the meaning of National Instrument 43-101.

On Behalf of the Board of Directors of Sandspring Resources Ltd.

"Richard A. Munson"
Richard Munson, Chief Executive Officer

On Behalf of the Board of Directors of PNO Resources Ltd.

"Christy Louth"
Christy Louth, President and Director

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.

This news release contains certain forward-looking information and statements within the meaning of

applicable securities laws. The use of any of the words "advance", "advances", "will", "upside", "planned", "objectives", "moving toward", "potential" and similar expressions are intended to identify forward-looking information and/or statements. Forward-looking statements and/or information are based on a number of material factors, expectations and/or assumptions of Sandspring which have been used to develop such statements and/or information but which may prove to be incorrect. Although Sandspring believes that the expectations reflected in such forward-looking statements and/or information are reasonable, undue reliance should not be placed on forward-looking statements as Sandspring can give no assurance that such expectations will prove to be correct. In addition to other factors and assumptions which may be identified herein, assumptions have been made regarding, among other things: the expected benefits of the Acquisition; the proposed timing of the trading of the Post-Consolidation Sandspring Shares and the delisting of the PNO Shares from the TSX-V; that Sandspring will continue to conduct its operations in a manner consistent with past operations; results from drilling activities; economic and mining estimates outlined in the prefeasibility study for the Toroparu Gold Project; Sandspring's future plans; availability of financing and/or cash flow to fund current and future plans and expenditures; the impact of increasing competition; the general stability of applicable economic and political environments; the general continuance of current industry conditions; and the timely receipt of any required regulatory approvals. The forward-looking information and statements included in this news release are not guarantees of future performance and should not be unduly relied upon. Such information and/or statements, including the assumptions made in respect thereof, involve known and unknown risks, uncertainties and other factors that may cause actual results and/or events to differ materially from those anticipated in such forward-looking information and/or statements including, without limitation: risks associated with the uncertainty of exploration results and estimates; uncertainty regarding the market price for gold, silver and copper; uncertainty of conducting operations under a foreign regime; exploration risk; uncertainty of obtaining all applicable regulatory approvals and related timing matters; Sandspring's dependence on management personnel; and/or certain other risks detailed from time-to-time in Sandspring's public disclosure documents. Furthermore, the forward-looking statements contained in this news release are made as at the date of this news release and the Company does not undertake any obligations to publicly update and/or revise any of the included forward-looking statements, whether as a result of additional information, future events and/or otherwise, except as may be required by applicable securities laws.

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