



TSX-V: SSP
OTCQX: SSPXF

Sandspring Resources Closes Private Placement

August 27, 2019 – Denver, Colorado and Vancouver, British Columbia – Sandspring Resources Ltd. (TSX-V: SSP, OTCQX: SSPXF) (“Sandspring” or the “Company”) is pleased to announce that it has completed a non-brokered private placement of 37,500,000 units (each, a “Unit”), at a price of C\$0.20 per Unit, for gross proceeds of C\$7,500,000. Each “Unit” issued in the placement consists of one common share and one share purchase warrant (each, a “Warrant”) entitling the holder to purchase one additional share at a price of C\$0.35 for a period of sixty (60) months, expiring August 27, 2024. The placement was fully subscribed and included an investment from Gran Colombia Gold Corp. (“Gran Colombia”) in the amount of C\$1,000,000 (detailed below).

The private placement also included an investment from Frank Giustra in the amount of C\$350,000. Upon completion of the placement, Mr. Giustra has control and direction over 23,577,500 common shares, 14,426,000 share purchase warrants, and 400,000 options of the Company, representing approximately 8.61% of the issued and outstanding common shares of the Company or 13.30% on a partially diluted basis, assuming the exercise of the warrants and options.

All securities issued in connection with the private placement are subject to a four-month-and-one-day statutory hold period expiring December 28, 2019. In connection with completion of the placement, the Company paid cash commissions of C\$126,840 to certain eligible parties who introduced subscribers.

Early Warning

In connection with the placement, Gran Colombia acquired 5,000,000 Units of the Company. Following completion of the placement, Gran Colombia has control and direction over an aggregate of 53,300,000 common shares, 31,800,000 share purchase warrants and 5,200,000 subscription receipts (the “Receipts”). The common shares controlled by Gran Colombia represent approximately 19.45% of the outstanding common shares of the Company. Assuming conversion of the Receipts and exercise of the share purchase warrants, when combined with their existing ownership, Gran Colombia would have control and direction over 95,500,000 common shares representing approximately 30.20% on a partially diluted basis of the then outstanding common shares of the Company. Gran Colombia can potentially become a “control person” of the Company assuming conversion of the Receipts or the exercise of share purchase warrants and have undertaken not to exercise the warrants if such conversion would result in them becoming a “control person” of the Company, unless and until disinterested shareholder approval has been received. The Company intends to seek shareholder approval for the creation of Gran Colombia as a “control person” at its annual general meeting to be held later in the year.

Gran Colombia has acquired the securities of the Company for investment purposes and has no present intention to acquire further securities of the Company, although it may in the future acquire or dispose of securities of the Company, through the market, privately or otherwise, as circumstances or market conditions warrant.

On completion of the private placement, Brian Paes-Braga has directly acquired 9,275,000 Units of the Company representing approximately 3.39% of the issued and outstanding common shares of the Company or 6.55% on a partially diluted basis assuming exercise of the underlying warrants only. Upon completion of the private placement, Mr. Paes-Braga has control and direction over 16,557,500 common shares and 12,369,000 share purchase warrants of the Company, representing approximately 6.04% of the issued and outstanding common shares of the Company or 10.10% on a partially diluted basis, assuming the exercise of the warrants.

Mr. Paes-Braga has acquired the securities of the Company for investment purposes and has no present intention to acquire further securities of the Company, although he may in the future acquire or dispose of securities of the Company, through the market, privately or otherwise, as circumstances or market conditions warrant.

Copies of the early warning reports filed by Gran Colombia, and Mr. Paes-Braga, in connection with the private placement are available under the Company's profile on SEDAR (www.sedar.com), or by contacting the Company.

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

“Richard A. Munson”

Director and Chief Executive Officer

About Sandspring Resources Ltd.

Sandspring Resources Ltd. is a Canadian junior mining company currently moving toward a feasibility study for the Toroparu Project in Guyana, South America with 7.4 million ounces of gold in the Measured and Indicated categories. 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, has been superseded by a Preliminary Economic Assessment Report (the “**2019 PEA Report**”) on the Toroparu Gold Project completed by SRK Consulting (U.S.), Inc. (“**SRK**”), available on SEDAR (www.sedar.com). The conclusions and results of the 2019 PEA Report replaces the conclusions and results from the 2013 PFS. The 2019 PEA Report re-scopes the Toroparu Project. to (i) include the Sona Hill satellite deposit, (ii) adopt a modification of the Project's processing strategy to start with gold-only production followed by an expansion of the Toroparu Project to add flotation processing capacity and (iii) include the effects of the Wheaton Precious Metals (formerly known as Silver Wheaton) (“**Wheaton**”) agreement entered into in November of 2013. The 2019 PEA Report summarizes the results of the re-scoping at base case metal prices of US \$1,300 gold (Au), \$16.00 silver (Ag), \$3.00 copper (Cu). The 2019 PEA Report, dated as of July 18, 2019, is available on the Company's website and SEDAR. Sandspring also holds a 100% interest in the Chicharrón Gold Project located in the Segovia-Remedios mining district, Antioquia, Colombia. Additional information is available at www.sandspringresources.com or by email at info@sandspringresources.com.

Contact Sandspring Resources Ltd.

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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.

Forward-looking Statements

This news release contains certain forward-looking information and statements within the meaning of applicable securities laws. The use of any of the words “potential”, “suggesting”, “indicating”, “will”, “plans” 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 that Sandspring has 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 since Sandspring can give no assurance that such expectations will prove to be correct. 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: the speculative nature of mineral exploration and development; risks associated with the uncertainty of exploration results and estimates; results from drilling and exploration activities; the conversion of the Receipts; Sandspring’s future plans; the availability of financing and/or cash flow to fund current and future plans and expenditures; the impact of increasing competition; fluctuating commodity prices; the general stability of applicable economic and political environments; the general continuance of current industry conditions; uncertainty regarding the market price for gold, silver and copper; uncertainty of conducting operations under a foreign regime; 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.