SANDSPRING RESOURCES LTD.

PRESS RELEASE

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Sandspring Resources Ltd. Announces Entering into Acquisition Agreement to Acquire Mineral Exploration Property Located in Guyana, South America and CDN$12.5 Million Financing

May 15, 2009 - Calgary, Alberta: Sandspring Resources Ltd. (the "**Corporation**") (TSX-V: SSP.P) announces that further to its press releases dated June 27, 2008 and September 3, 2008, the Corporation, GoldHeart Investment Holdings Ltd. ("**GoldHeart**"), the shareholders of GoldHeart (the "**GoldHeart Shareholders**") and certain creditors of GoldHeart (the "**Lenders**") entered into a formal acquisition agreement on May 11, 2009 (the "**Acquisition Agreement** ") relating to the acquisition by the Corporation (the "**Acquisition**") of 100% of the issued and outstanding shares of GoldHeart (the "**GoldHeart Shares**") and certain corollary transactions. The Acquisition is an arm's length transaction and upon completion thereof, it is expected that the Corporation will be a Tier 2 Mining Issuer on the TSX Venture Exchange (the "**Exchange**").

GoldHeart and its wholly-owned subsidiary, ETK, Inc. ("**ETK**"), are private companies existing under the laws of the British Virgin Islands and the Republic of Guyana, respectively. GoldHeart was incorporated on October 15, 2008 and its sole asset is its share ownership position in ETK. The GoldHeart Shareholders are Crescent Global Gold Ltd. ("**CGG**") and Mercedario Limited ("**Mercedario**"), both of which are private companies existing under the laws of the British Virgin Islands. The principals of CGG include P. Greg Barnes, John R. Adams, Gregory K. Graham and Richard A. Munson, businessmen residing in Colorado, U.S.A and the principals of Mercedario are Alfro Alphonso, a Guyanese businessman and the wife of Alfro Alphonso. ETK controls a mineral prospect located in the Republic of Guyana, South America (the "**Toroparu Gold-Copper Prospect**"), as more specifically discussed in the Corporation's press release dated June 27, 2008. Subject to Exchange approval, the Corporation intends to disseminate a press release in respect of the Toroparu Gold-Copper Prospect, as soon as practicable.

Highlights of the Acquisition

The Corporation is a Capital Pool Company (a "**CPC**") as defined by the policies of the Exchange, and intends for the Acquisition to constitute the "**Qualifying Transaction**" of the Corporation (as such term is defined in the policies of the Exchange). Upon completion of the Acquisition and other corollary transactions, GoldHeart will be a wholly-owned subsidiary of the Corporation.

Pursuant to the Acquisition Agreement, the Corporation will issue to the GoldHeart Shareholders, in exchange for the acquisition of 100% of the outstanding GoldHeart Shares, an aggregate of 38,156,288 common shares ("**Common Shares**") of the Corporation (the "**Purchase Shares**") at a deemed per-share price of CDN$0.6552, representing a deemed aggregate acquisition price of USD$20,000,000 (utilizing a CDN$/USD$ exchange rate agreed upon by the Lenders and the Corporation, of CDN$1.25 = USD$1.00). In addition, pursuant to the terms of the Acquisition Agreement, the Corporation will: (i) assume and pay the Convertible Debt (as defined below) through the issuance of Common Shares and Convertible Debt Units (as defined below); (ii) pay up to a maximum of USD$850,000 in respect of the Revolving Debt (as defined below); and (iii) pay up to a maximum of USD$150,000 in respect of reasonable costs and expenses incurred by GoldHeart and ETK in connection with the Acquisition. The Purchase Shares will be subject to the escrow requirements of the Exchange, if applicable.

Upon completion of the Acquisition, the Corporation will hold all of the issued and outstanding GoldHeart Shares and thereby control all of the outstanding common shares of ETK, a company engaged in the business of exploring for, with the ultimate goal of developing and producing, precious and base metals from its Guyana, South America mineral prospect.

Assumption and Payment of Revolving Debt and Convertible Debt

Pursuant to the Acquisition Agreement and in conjunction with the closing of the Qualifying Transaction, the Corporation will assume and pay convertible debt (the "**Convertible Debt**") owing to the Lenders in the amount of USD$2,395,944 (principal amount and accrued interest to May 31, 2009). The Convertible Debt will be paid through the issuance by the Corporation of 3,282,740 Common Shares (the "**Convertible Debt Shares**") at a deemed per-share value of CDN$0.50 and 1,804,747 units of the Corporation (the "**Convertible Debt Units**") at a deemed per-unit value of CDN$0.75. The Convertible Debt Units will be issued on and subject to the same terms and conditions as the Units issued in the Private Placement (as defined and outlined below). In the event the issuance price of the Units is reduced prior to the closing of the Private Placement, the deemed per-unit value of the Convertible Debt Units will be reduced by the corresponding amount. If the Qualifying Transaction is not completed on or before May 31, 2009, additional Convertible Debt Shares and Convertible Debt Units will be issued to the Lenders in payment of the additional interest accrued in respect of the Convertible Debt.

In addition, in conjunction with the closing of the Qualifying Transaction, the Corporation will assume and pay up to a maximum of USD$850,000 in respect of a revolving credit line (the "**Revolving Debt**") owed by ETK to Crescent Global Resources Ltd. ("**CGR**") against receipt of a full release and forgiveness by CGR of any and all amounts owing under the Revolving Debt that exceeds USD$850,000. The Revolving Debt will be paid from the proceeds of the Private Placement.

Sponsorship of Qualifying Transaction

Sponsorship of a qualifying transaction of a CPC is required by the Exchange unless an exemption from this requirement can be obtained in accordance with the policies of the Exchange. Richardson Partners Financial Limited has agreed, subject to completion of satisfactory due diligence, to act as sponsor in connection with the Qualifying Transaction. An agreement to act as sponsor should not be construed as any assurance with respect to the merits of the transaction or the likelihood of completion.

Summary Financial Information

Financial statements as required by the Exchange, were not available at the time of this press release. However, the Corporation will in due course make available to the Exchange, all financial information as required by the Exchange and will provide, in a press release to be disseminated at a later date, summary financial information derived from such statements.

Conditions of the Acquisition

Pursuant to the Acquisition Agreement, the closing of the Acquisition is subject to certain conditions, including, but not limited to: (i) conditional approval of the Exchange and satisfaction of all Exchange conditions of approval, including delivery of a satisfactory title opinion in respect of the Toroparu Gold-Copper Prospect; (ii) completion of the Private Placement; (iii) assumption and payment by the Corporation of the Revolving Debt and the Convertible Debt; and (iv) satisfaction or waiver of the closing conditions of the parties to the Acquisition Agreement.

Board of Directors and Management of the Resulting Issuer

It is anticipated that concurrent with the closing of the Acquisition, Mark C. Maier will resign as President, Chief Executive Officer and Chief Financial Officer of the Corporation and Charles G. Gryba will resign as a director of the Corporation but will be appointed as Vice President Technical. In addition, the following directors and officers will be appointed: John R. Adams, director; Abraham P. Drost, President; Richard A. Munson, Chief Executive Officer, Corporate Secretary and director and Jeffrey L. Vigil, Chief Financial Officer. Brief biographies of the above-noted individuals who are anticipated to be appointed as directors and/ or officers of the Corporation in connection with the closing of the Acquisition, are set out below.

John R. Adams – Proposed Lead Director – Age 63

John Adams resides in Steamboat Springs, Colorado. In 1982, Mr. Adams took over control of the privately held Energy Fuels group of companies ("**Energy Fuels**"). The uranium businesses of Energy Fuels were sold in 1993 and subsequent to the sale, Mr. Adams continued to be active in the coal mining business and other mineral, real estate and banking businesses. Mr. Adams was a co-founder of ETK and as President and Director of ETK, has directed all Guyana operations of ETK since its formation. Mr. Adams remains the Chairman, President and a director of Energy Fuels and of other international companies.

Abraham P. Drost – Proposed President – Age 50

Abraham Drost, of Thunder Bay Ontario, is currently the President and Chief Executive Officer of Skybridge Development Corp. (TSXV: SBD), the President, Chief Executive Officer and a director of Source Exploration Corp (TSXV: SOP) and a director of Marksmen Capital Inc. (TSXV: MKS). In addition, Mr. Drost served as President of Sabina Silver Corporation (TSXV: SBB), from December 2004 to August 2007 and as a director of that company, from September 2004 to June 2008.

Richard A. Munson – Proposed Chief Executive Officer, Corporate Secretary and Director – Age 57

Richard Munson of Littleton, Colorado, has served as an officer and director of various natural resource companies over the past 20 years. He has been involved in numerous domestic and international natural resource acquisitions, joint ventures, sales, environmental permitting and planning activities, mining ventures and oil and gas operations and reclamation activities.

Mr. Munson has also been affiliated with the privately held Energy Fuels group of companies since 1985, where he has focused on domestic and international interests in the natural resource area. Mr. Munson also serves as an officer and director of the various Energy Fuels entities and of other international entities. Prior to joining Energy Fuels, Mr. Munson was a resident Partner in the Denver, Colorado office of a Montana-based law firm. Mr. Munson obtained a B.A. from Montana State University, his J.D. from the University of San Diego School of Law and an L.L.M. (Taxation) from the University of Denver.

Jeffrey L. Vigil – Proposed Chief Financial Officer – Age 55

Jeffrey Vigil of Denver, Colorado, has served as a finance and accounting consultant to GoldHeart since September 2008. From March 2007 to December 2008, Mr. Vigil provided finance and accounting services, including interim CFO assignments, to a number of companies in the Denver, Colorado area. From May 1996 to March 2007, Mr. Vigil was the Chief Financial Officer of Koala Corporation (formerly OTCBB: KARE), a Denver based durable goods manufacturing company. From 1980 to 1989 and from 1993 to 1996, Mr. Vigil held various positions, including the position of Accounting Manager, Contract Administrator, Controller and Vice President of Finance, at Energy Fuels Corporation, a privately owned Colorado natural resources company. From 1990 to 1993, Mr. Vigil was self-employed as a financial consultant and prior thereto (1976 to 1979), was an auditor with Arthur Andersen LLP. Mr. Vigil holds a Certified Public Accountant certificate (currently in inactive status) and received a B.A. degree in Accounting from the University of Wyoming.

Brokered Private Placement of Subscription Receipts

Pursuant to an engagement letter (the "**Engagement Letter**") between the Corporation and Research Capital Corporation (the "**Agent**"), the Corporation intends to complete, on a best-efforts agency basis, a private placement (the "**Private Placement**") of subscription receipts of the Corporation ("**Subscription Receipts**"), subject to receipt of applicable regulatory approvals and compliance with applicable laws. Conditional approval for the Private Placement was granted by the Exchange on May 14, 2009. The Agent has the right to form a syndicate in respect of the Private Placement (the "**Syndicate**") and has announced that Richardson Partners Financial Limited will be a member of the Syndicate. The Agent may add other members to the Syndicate at its discretion.

Pursuant to the Engagement Letter, 16,666,667 Subscription Receipts will be offered at a price of CDN$0.75 per Subscription Receipt, for gross proceeds of CDN$12,500,000. Each Subscription Receipt shall be deemed to be exercised at the closing of the Qualifying Transaction, into one unit (a "**Unit**") of the Corporation, with each Unit consisting of one (1) Common Share and one half (1/2) of one (1) Common Share purchase warrant (a "**Warrant**"). Each one (1) whole Warrant will entitle the holder thereof to purchase, at any time during the twenty-four (24) month period commencing immediately after the closing of the Qualifying Transaction (the "**Warrant Expiry Period**"), one (1) Common Share at a price of CDN$1.25 per Common Share. Pursuant to the terms of the Private Placement, commencing on the date that is four (4) months following the closing of the Qualifying Transaction, the Corporation will have the right, upon giving written notice to holders of Warrants ("**Notice**"), to accelerate the Warrant Expiry Period to a period of thirty (30) days from the date of the Notice, where the average closing price of a Common Share on the Exchange is greater than CDN$2.00 for any consecutive twenty (20) day period (the "**20 Day Period**"). To be valid, the Notice must be sent to holders of Warrants within five (5) trading days of the 20 Day Period.

The gross proceeds of the Private Placement (the "**Gross Proceeds**"), less any amounts paid to the Agent as commissions and expenses (the "**Escrowed Funds**"), will be deposited into an interest-bearing escrow account, releasable to the Corporation at the closing of the Qualifying Transaction and upon the satisfaction or waiver of customary conditions of the Agent (the "**Release Conditions**"). In the event the Release Conditions are not satisfied or waived by the Agent within one hundred and twenty (120) days following the closing of the Private Placement (the "**Escrow Deadline**"), the Escrowed Funds, together with the interest accrued thereon, and the Agent's Commission (as defined below), will be returned to subscribers; provided, however, that the Corporation shall have the right to extend the Escrow Deadline by up to sixty (60) days upon receipt of written consent of holders of Subscription Receipts that represent more than fifty percent (50%) of the Units issuable upon exchange of the Subscription Receipts. To the extent that the Escrowed Funds and accrued interest thereon, plus the Agent's Commission (as defined below) is less than the Gross Proceeds, subscribers will receive less than their full subscription amount and the Corporation will not be liable to pay the difference.

The Engagement Letter provides that the Agent will receive a cash commission (the "**Agent's Commission**") equal to eight percent (8%) of the aggregate Gross Proceeds raised through the Private Placement and an option to purchase that number of Units as is equal to ten percent (10%) of the number of Units issued in exchange for Subscription Receipts sold in the Private Placement, such options being exercisable for a period of twenty-four (24) months from the closing of the Qualifying Transaction. Final terms and conditions of the agency relationship between the Corporation and the Agent shall, in due course, be negotiated by and agreed upon among the Corporation and the Agent.

The net proceeds of the Private Placement will be used by the Corporation to pay costs associated with the closing of the Qualifying Transaction (including payment of up to a maximum of USD$850,000 in respect of the Revolving Debt) and costs associated with the Private Placement, to finance an initial work program relating to Toroparu Gold-Copper Prospect and for general working capital purposes of the Corporation.

History of the Corporation

The Corporation was incorporated on September 20, 2006 and completed its initial public offering on May 15, 2007, pursuant to which it issued 2,000,000 Common Shares at a per-share price of CDN$0.10, for aggregate gross proceeds of CDN$200,000. The Common Shares began trading on the Exchange effective August 24, 2007, under the symbol "SSP.P" and were halted from trading immediately upon the commencement thereof, in connection with the Qualifying Transaction. In accordance with Exchange policy, the Corporation's shares are currently halted from trading and will remain halted until such time as determined by the Exchange, which, depending on the policies of the Exchange, may not occur until the completion of the Qualifying Transaction.

The Corporation will provide further details in respect of the Qualifying Transaction, in due course by way of press release.

For Further Information, Please Contact:

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Completion of the Qualifying Transaction is subject to a number of conditions, including, but not limited to, Exchange acceptance, and if applicable pursuant to Exchange requirements, majority of the minority shareholder approval, satisfactory due diligence reviews, availability of prospectus and registration exemptions or the obtaining of exemptive relief therefor and necessary governmental and third-party approvals. Where applicable, the Qualifying Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Qualifying Transaction will be completed as proposed or at all. Investors are cautioned that, except as disclosed in the filing statement to be prepared in connection with the Qualifying Transaction, any information released or received with respect to the Qualifying Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The Exchange has in no way passed upon the merits of the Qualifying Transaction and neither the Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Exchange) accepts responsibility for the adequacy, accuracy or content of this release.

Certain information contained in this press release may contain forward-looking statements. This information is based on current expectations that are subject to significant risks and uncertainties that are difficult to predict. Actual results might differ materially from results suggested in any forward-looking statements. The Corporation and the parties (the "Parties") to the Qualifying Transaction assume no obligation to update any forward-looking statements or to update the reasons why actual results could differ from those reflected in the forward-looking statements unless and until required by securities laws applicable to the Corporation and the Parties. Additional information identifying risks and uncertainties is contained in filings of the Corporation with Canadian securities regulators, which filings are available under the Corporation's profile at www.sedar.com.

This press release does not constitute and the subject matter hereof is not, an offer for sale or a solicitation of an offer to buy, in the United States or to any "U.S Person" (as such term is defined in Regulation S under the U.S. Securities Act of 1933, as amended (the "1933 Act")) of any equity or other securities of the Corporation. The securities of the Corporation to be issued in connection with the Private Placement have not been registered under the 1933 Act and may not be offered or sold in the United States (or to a U.S. Person) absent registration under the 1933 Act or an applicable exemption from the registration requirements of the 1933 Act.