A copy of this preliminary short form prospectus has been filed with the securities regulatory authorities in each of the provinces of Ontario, Alberta and British Columbia, but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary short form prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the short form prospectus is obtained from the securities regulatory authorities.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. ***Information has been incorporated by reference in this short form prospectus from documents filed with certain of the securities commissions or similar authorities in Canada.*** *Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of Sandspring Resources Ltd. at 8000 South Chester Street, Suite 375, Centennial Colorado 80112, telephone (720) 854-0104, and are also available electronically at www.sedar.com.*

*The securities offered by this short form prospectus have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any state securities laws and, subject to certain exceptions and in compliance with the registration requirements of the U.S. Securities Act and applicable state securities laws or pursuant to exemptions therefrom, may not be offered, sold or delivered, directly or indirectly within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the U.S. Securities Act) ("**U.S. Persons**"). This short form prospectus does not constitute an offer to sell or a solicitation to buy any of the securities offered hereby within the United States or to U.S. Persons. See "Plan of Distribution".*

PRELIMINARY SHORT FORM PROSPECTUS

SANDSPRING RESOURCES LTD.

New Issue April 12, 2010

$12,000,000

7,500,000 Common Shares
Issuable on Exercise of 7,500,000 Special Warrants

This short form prospectus is being filed to qualify the distribution of 7,500,000 common shares (the "**Underlying Shares**") of Sandspring Resources Ltd. (the "**Corporation**" or "**Sandspring**") issuable upon the exercise or deemed exercise of 7,500,000 special warrants (the "**Special Warrants**") of the Corporation, which were issued on March 26, 2010 in connection with a private placement financing (the "**Offering**"). The Special Warrants were issued pursuant to the terms of a Special Warrant indenture (the "**Special Warrant Indenture**") dated as of March 26, 2010 and entered into between the Corporation and Computershare Trust Company of Canada (the "**Special Warrant Agent**"), and in accordance with an underwriting agreement dated March 26, 2010 (the "**Underwriting Agreement**") between the Corporation and Mackie Research Capital Corporation ("**MRCC**"), Cormark Securities Inc., Byron Securities Limited, Fraser Mackenzie Limited, Macquarie Capital Markets Canada Ltd. and PI Financial Corp. (collectively, the "**Underwriters**"). The Special Warrants were sold to subscribers at a price of $1.60 per Special Warrant (the "**Issue Price**") for aggregate gross proceeds to the Corporation of $12,000,000.

	Price to Subscribers	Underwriters' Fee (1)(4)	Net Proceeds to the Corporation (2)(3)
Per Special Warrant…...………………	$1.60	$0.096	$1.504
Total…………………………………	$12,000,000	$720,000	$11,280,000

(1) The Corporation paid the Underwriters a commission (the "**Commission**") equal to 6.0% of the gross proceeds of the Offering, or $720,000. The Corporation also reimbursed the Underwriters for certain expenses in connection with the Offering.
(2) After deducting the Commission, but before deducting the estimated expenses of the Offering of $400,000, which were or will be paid from the net proceeds of the Offering.
(3) The Offering was completed on March 26, 2010. The distribution of the Underlying Shares on exercise or deemed exercise of the Special Warrants, will not result in any additional proceeds being received by the Corporation.
(4) The Corporation also issued to the Underwriters compensation options (the "**Compensation Options**"), which shall be automatically exercised for no additional consideration and without any further action on behalf of the holders at the Time of Expiry (as hereinafter defined) for an aggregate of 300,000 broker warrants (the "**Broker Warrants**") of the Corporation. Each Broker Warrant is exercisable to acquire one common share in the capital of the Corporation (collectively, the "**Broker Warrant Shares**") at an exercise price of $1.60 per Broker Warrant Share at any time prior to 5:00 p.m. (Toronto time) on March 26, 2012. This short form prospectus also qualifies the distribution of the Broker Warrants. See "Plan of Distribution" and the table below:

Underwriters' Position	Maximum Size or Number of Securities Available	Exercise period or Acquisition Date	Exercise Price or Average Acquisition Price
Broker Warrants	Broker Warrants exercisable for 300,000 Broker Warrant Shares	Broker Warrants exercisable at any time prior to 5:00 p.m. (Toronto time) on March 26, 2012	$1.60 per Broker Warrant Share

Each Special Warrant that has not been previously exercised will be deemed to be automatically exercised on behalf of and without any action required on the part of the holder thereof, at the earlier of: (i) the third Business Day after the date of the final receipt (the "**Final Receipt**") issued for a (final) prospectus of the Corporation qualifying the distribution of the Common Shares and the Broker Warrants; and (ii) 4:59 p.m. (Toronto time) on the date which is four months and one day following the Closing Date ("**Time of Expiry**"). See "Plan of Distribution" and "Description of Securities Distributed".

A global certificate evidencing the Common Shares issuable upon the exercise or deemed exercise of the Special Warrants, and physical certificates evidencing the Common Shares issuable upon exercise of the Broker Warrants upon the exercise of the Compensation Options, will be available for delivery upon the exercise or deemed exercise, as the case may be, of such securities. In the event that a holder of Special Warrants or Compensation Options exercises such securities prior to the date that the Final Receipt is received by the Corporation, the Underlying Shares and the Broker Warrants, as applicable, issuable upon exercise of the Special Warrants and the Compensation Options, respectively, will be subject to a statutory hold period under applicable securities legislation and shall bear such legends as required by securities laws and stock exchange rules.

The Special Warrants were sold through the Underwriters pursuant to exemptions from the prospectus and registration requirements of the provinces of Ontario, Alberta and British Columbia (the "**Offering Jurisdictions**") and were issued under and are governed by the Special Warrant Indenture. There is no market through which the Offered Securities may be sold and none is expected to develop.

The outstanding common shares (the "**Common Shares**") of the Corporation are listed and posted for trading on the TSX Venture Exchange (the "**TSXV**") under the symbol "SSP". On April 9, 2010, the last trading day prior to the date of this short form prospectus, the closing price of the Common Shares on the TSXV was $1.49. The TSXV has conditionally approved the listing of the Underlying Shares issuable upon exercise or deemed exercise of the Special

Warrants and the Broker Warrant Shares issuable upon exercise of the Broker Warrants, subject to the Corporation fulfilling certain listing conditions of the TSXV.

An investment in securities of the Corporation involves a high degree of risk. See "Cautionary Note Regarding Forward-Looking Statements" and "Risk Factors".

All dollar amounts referenced herein, unless otherwise indicated, are expressed in Canadian dollars.

The Corporation's head office is located at 8000 South Chester Street, Suite 375, Centennial Colorado 80112 and its registered office was recently changed and is located at 50 Richmond Street East, Suite 101, Toronto, Ontario M5C 1N7.

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Readers should rely only on information contained or incorporated by reference in this short form prospectus. The Corporation has not authorized anyone to provide the reader with different information. The Corporation is not making an offer of these securities in any jurisdiction where the offer is not permitted. Readers should not assume that the information contained in this short form prospectus is accurate as of any date other than the date on the front of this short form prospectus.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This short form prospectus, including the documents incorporated by reference herein, contain "forward-looking statements" within the meaning of the Canadian securities legislation. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Sandspring to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: fluctuations in metal prices, risks related to the Toroparu Gold-Copper project and to mineral exploration projects generally, including risks related to estimates of mineral resources, changes in laws and regulations, actual results of exploration activities, changes in project and work program parameters as plans continue to be refined, as well as those factors discussed in Sandspring's public disclosure record available electronically at www.sedar.com. Forward-looking statements are based on assumptions management believes to be reasonable at the time such statements are made, including but not limited to continued exploration activities, no material adverse change in metal prices, exploration plans proceeding in accordance with Sandspring's current public statements and such plans achieving their stated expected outcomes, and such other assumptions and factors as set out herein. Although Sandspring has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Such forward-looking statements have been provided for the purpose of assisting investors in understanding Sandspring's business, operations and exploration plans and may not be appropriate for other purposes. Accordingly, readers should not place undue reliance on forward-looking statements. Sandspring does not undertake to update any forward-looking statements that are contained or incorporated by reference herein, except in accordance with applicable securities laws.

FINANCIAL INFORMATION

The audited annual financial statements of Sandspring, the audited consolidated financial statements of GoldHeart Investment Holdings Ltd. ("**GoldHeart**"), which is a subsidiary of Sandspring, the unaudited interim financial statements of Sandspring for the nine-month period ended September 30, 2009 and the unaudited consolidated interim financial statements of GoldHeart for the nine-month period ended September 30, 2009, incorporated by reference in this short form prospectus, are reported in Canadian dollars and have been prepared in accordance with Canadian generally accepted accounting principles.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this short form prospectus from documents filed with certain of the securities commissions or similar authorities in Canada (the "Canadian Securities Authorities"). Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of Sandspring at 8000 South Chester Street, Suite 375, Centennial Colorado 80112, telephone (720) 854-0104, and are also available electronically at www.sedar.com.

The following documents, filed by the Corporation with the Canadian Securities Authorities, are specifically incorporated by reference into, and form an integral part of, this short form prospectus:

(a) the long form prospectus of Sandspring dated November 13, 2009, excluding the sections entitled "Prospectus Summary", "Consolidated Capitalization", "Plan of Distribution", "Risk Factors", "Eligibility for Investment", "Certain Canadian Federal Income Tax Considerations", "Use of Proceeds", "Promoters", "Experts", "Interest of Experts", "Purchasers' Statutory Right of Withdrawal and Rescission" "Contractual Right of Action for Rescission", "Sandspring Resources Ltd. Amended Interim Financial Statements for the period ended June 30, 2009", "Management's Discussion and Analysis of Sandspring – Six Months Ended June 30, 2009", "Selected Financial Information and Management's Discussion and Analysis of GoldHeart – Management's Discussion and Analysis – Six Months Ended June 30, 2009", "Consolidated Financial Statements of GoldHeart Investment Holdings Ltd. as at and for the three and six months ended June 30, 2009 (unaudited) and June 30, 2008 (unaudited)", "Auditors' Consent", "Certificate of the Corporation and of the Promotor", "Certificate of the Reverse Takeover Acquirer and of the Promotors" and "Certificate of the Underwriters" (the "**Long Form Prospectus**");

(b) the audited financial statements of Sandspring as at and for the financial years ended December 31, 2008 and 2007, together with the auditors' report thereon and the notes thereto and management's discussion and analysis relating thereto, contained in the Long Form Prospectus;

(c) the unaudited interim financial statements of Sandspring as at September 30, 2009 and for the nine-month periods ended September 30, 2009 and 2008, as amended and restated on April 9, 2010, together with the notes thereto and management's discussion and analysis, as amended on April 9, 2010, relating thereto;

(d) the audited consolidated financial statements of GoldHeart as at December 31, 2008, 2007 and 2006 and for the financial years ended December 31, 2008, 2007 and 2006, together with the auditors' report thereon and the notes thereto and management's discussion and analysis relating thereto, contained in the Long Form Prospectus;

(e) the unaudited consolidated interim financial statements of GoldHeart as at September 30, 2009 and for the nine-month periods ended September 30, 2009 and 2008, together with the notes thereto and management's discussion and analysis relating thereto;

(f) the material change report of Sandspring dated November 24, 2009 relating to the completion of the acquisition of 100% of the issued and outstanding shares of GoldHeart and certain corollary transactions as the Corporation's "Qualifying Transaction" (as such term is defined in the policies of the TSXV) resulting in GoldHeart becoming a wholly-owned subsidiary of the Corporation, as well as certain changes to the management team and board of directors of the Corporation;

(g) the management information circular of Sandspring dated February 18, 2010, prepared in connection with the annual and special meeting of shareholders of Sandspring held on March 25, 2010;

(h) the material change report of Sandspring dated February 4, 2010 relating to certain changes to its management team and board of directors; and

(i) the material change report of Sandspring dated March 30, 2010 relating to the closing of the Offering and the completion of Sandspring' early warrant exercise program (the "**March 30 MCR**").

Any document of the type referred to above (excluding confidential material change reports) filed by the Corporation with the securities commissions or similar regulatory authorities in Canada after the date of this short form prospectus and prior to the termination of the Offering shall be deemed to be incorporated by reference in this short form prospectus.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this short form prospectus, to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not constitute a part of this short form prospectus, except as so modified or superseded. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of such a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or

that is necessary to make a statement not misleading in light of the circumstances in which it was made.

AVAILABLE INFORMATION

The Corporation currently files reports and other information with the securities commissions and similar regulatory authorities in each of the provinces of British Columbia, Alberta, Saskatchewan and Ontario These reports and information are available to the public free of charge electronically at www.sedar.com.

ELIGIBILITY FOR INVESTMENT

In the opinion of Cassels Brock & Blackwell LLP, counsel to the Corporation, and Gowling Lafleur Henderson LLP, counsel to the Underwriters, based on the current provisions of the *Income Tax Act* (Canada) and the regulations thereunder (the "**Tax Act**"), the Underlying Shares, if issued on the date hereof, would be qualified investments under the Tax Act for trusts governed by registered retirement savings plans ("**RRSPs**"), registered retirement income fund, deferred profit sharing plans, registered education savings plans, registered disability savings plans and tax-free savings accounts ("**TFSAs**") (each a **"Deferred Plans**"), provided that the Underlying Shares are listed on a "designated stock exchange" as defined in the Tax Act (which includes Tiers 1 and 2 of the TSXV).

The Underlying Shares will not be a "prohibited investment" for a particular trust governed by a TFSA provided the holder deals at arm's length with the Corporation and does not have a "significant interest" in the Corporation or any person or partnership with which the Corporation does not deal at arm's length for purposes of the Tax Act. Generally, a holder will not have a significant interest in the Corporation unless the holder and/or persons not dealing at arm's length with the holder, owns directly or indirectly 10% or more of the issued shares of any class of the capital stock of the Corporation or of a corporation related to the Corporation. Holders of trusts governed by a TFSA should consult their own tax advisors to ensure the Underlying Shares would not be a prohibited investment in their particular circumstances.

THE CORPORATION

The Corporation was incorporated under the laws of Alberta on September 30, 2006, and filed articles of continuance to continue under the laws of Ontario effective March 31, 2010. The Corporation is currently a junior mineral exploration and development company with a primary focus on exploring and developing the Toroparu Gold-Copper project (the "**Toroparu Project**") in Guyana.

The Corporation acquired the Toroparu Project and, accordingly, its current principal business, through the acquisition of 100% of the common shares of GoldHeart pursuant to the Corporation's qualifying transaction pursuant to the policies of the TSXV (the "**Qualifying Transaction**"), as described in the Long Form Prospectus incorporated by reference in this short form prospectus.

Further information regarding the business of the Corporation (previously the business of GoldHeart), its operations, the Toroparu Project and the Qualifying Transaction can be found in the Long Form Prospectus and other documents incorporated by reference in this short form prospectus. See "Documents Incorporated by Reference".

Recent Developments

On March 25, 2010, the Corporation completed an early warrant exercise program (the "**Warrant Program**") pursuant to which eligible holders of the Corporation's unlisted common share purchase warrants exercisable to acquire one Common Share per warrant at a price of $0.50 per Common Share until November 24, 2012 were entitled to exercise such warrants at the said exercise price to acquire one Common Share plus an additional 0.08 of a Common Share (the "**Incentive Shares**") during a 30-day early exercise period that commenced on February 23, 2010 and expired at 5:00 p.m. (Toronto time) on March 25, 2010. Pursuant to the Warrant Program, a total of 5,031,368 warrants were exercised and a total of 5,497,427 Common Shares were issued in connection with such early exercises (which includes a total of 466,059 Incentive Shares that were issued to warrant holders who exercised during the early exercise period and warrant holders who exercised prior to such period in accordance with the terms of the Warrant Program). Immediately following the expiry of the early exercise period, a total of 5,267,647 common share purchase warrants of the Company were outstanding.

On March 26, 2010, the Corporation completed the Offering. See "Plan of Distribution".

On March 31, 2010, following shareholder approval received at an annual and special meeting of the Corporation held on March 25, 2010, the Corporation continued out of the Province of Alberta and into the Province of Ontario by filing articles of continuance certified March 31, 2010 pursuant to the provisions of the *Business Corporations Act* (Ontario). In connection with the continuance, the Corporation changed its registered office from Alberta to Ontario at 50 Richmond Street East, Suite 101, Toronto, Ontario M5C 1N7.

CONSOLIDATED CAPITALIZATION

The following table sets forth the consolidated capitalization of the Corporation as at the dates indicated, adjusted to give effect to the material changes in the share and loan capital of the Corporation since the date of the most recently filed financial statements of the Corporation as at and for the nine-month period ended September 30, 2009. The following table should be read in conjunction with the unaudited interim financial statements of the Corporation as at and for the nine-month period ended September 30, 2009, including the notes thereto and related management's discussion and analysis, incorporated by reference into this short form prospectus.

	As at September 30, 2009	**As at September 30, 2009, after giving effect to: (i) the Qualifying Transaction; (ii) the issuance of the Underlying Shares Issuable on the exercise or deemed exercise of the Special Warrants; (iii) the Broker Warrants issuable on the exercise or deemed exercise of the Compensation Options; (iv) the Broker Warrant Shares issuable upon the exercise of the Broker Warrants; and (v) the Common Shares issued on the exercise of warrants related to the Warrant Program**
	(unaudited)	**(unaudited)**
Long-term debt	$1,088,681	-
Common Shares	$5,649,214	$46,144,385
	(5,900,000 Common Shares)	(79,158,360 Common Shares)

Contributed surplus....................	$13,147,962	-
Stock Options	400,000 stock options	5,967,400 stock options[(1)]
Warrants	-	11,860,771 warrants[(2)]
Deficit..	$(2,606,764)	$(2,606,764)

(1) Includes 3,853,100 options issued in connection with the Qualifying Transaction and 1,714,300 compensation options (the "**QT Compensation Options**") issued in connection with the Qualifying Transaction.

(2) Includes 11,003,621 common share purchase warrants issued in connection with the Qualifying Transaction and 857,150 common share purchase warrants issued upon exercise of the QT Compensation Options.

DESCRIPTION OF SECURITIES DISTRIBUTED

The authorized share capital of the Corporation consists of an unlimited number of Common Shares without par value and an unlimited number of preferred shares. As of April 9, 2010 there were 79,093,446 Common Shares and no preferred shares were issued and outstanding. See "Consolidated Capitalization".

Common Shares

Holders of Common Shares are entitled to receive notice of any meetings of shareholders of the Corporation, to attend and to cast one vote per Common Share at all such meetings. Holders of Common Shares do not have cumulative voting rights with respect to the election of directors and, accordingly, holders of a majority of the Common Shares entitled to vote in any election of directors may elect all directors standing for election. Holders of Common Shares are entitled to receive on a pro-rata basis such dividends, if any, as and when declared by the board of directors of the Corporation at its discretion from funds legally available therefor and upon the liquidation, dissolution or winding up of the Corporation are entitled to receive on a pro-rata basis the net assets of the Corporation after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or on a pro-rata basis with the holders of Common Shares with respect to dividends or liquidation. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

Special Warrants

The Special Warrants were issued pursuant to and are governed by and subject to the terms and conditions of the Special Warrant Indenture. The Special Warrant Indenture provides, among other things, that the holders of Special Warrants will be entitled to receive, upon exercise or deemed exercise of the Special Warrants, without payment of any additional consideration and subject to adjustment and/or penalty in certain circumstances, one Underlying Share for each Special Warrant held, at any time prior to the Time of Expiry.

Special Warrants that have not been previously exercised will be deemed to be exercised on behalf of, and without any action required on the part of, the holder thereof immediately prior to the Time of Expiry. In the event that the Final Receipt is not obtained prior to the Qualification Deadline, each Special Warrant shall thereafter be exercisable for no additional consideration into 1.05 Underlying Shares (in lieu of one Underlying Share), as described earlier in this short form prospectus.

In the event that a holder of Special Warrants exercises such Special Warrants prior to the Time of Expiry, the Underlying Shares and, if applicable, the Penalty Shares issued upon exercise of the Special Warrants will be subject to a hold period under applicable securities legislation and shall bear such legends as required by securities laws and stock exchange rules.

No fractional Underlying Shares will be issued upon the exercise or deemed exercise of the Special Warrants and holders of the Special Warrants will not have any rights as shareholders of the Corporation.

In addition, the Special Warrant Indenture provides for and contains provisions designed to protect the holders of the Special Warrants against dilution upon the occurrence of certain events, including any subdivision, consolidation or reclassification of the Common Shares, the amalgamation, merger or corporate reorganization of the Corporation or a rights offering.

The rights of holders of Special Warrants may be modified. The Special Warrant Indenture provides for meetings by holders of Special Warrants and the passing of resolutions by such holders which are binding on all holders of Special Warrants.

The Special Warrant Agent and the Corporation may supplement the Special Warrant Indenture for certain limited purposes pursuant to the terms of the Special Warrant Indenture. Additionally, they may make any changes or corrections to the Special Warrant Indenture that are required for the purpose of rectifying any ambiguity or defective provision or clerical omission or mistake or manifest or other error contained therein provided that, in the opinion of counsel to the Special Warrant Agent or the Corporation, the rights of the holders of the Special Warrants are not prejudiced thereby.

The Corporation has designated the Special Warrant Agent at its offices in Toronto, Ontario and Calgary, Alberta, where the Special Warrants may be surrendered for voluntary exercise, exchange or replacement.

The foregoing is a summary only of the terms of the Special Warrants and the Special Warrant Indenture and is qualified by the more detailed provisions of the Special Warrant Indenture. Special Warrant holders may obtain a copy of the Special Warrant Indenture upon request from the Corporation. The Special Warrant Indenture is also available for review electronically at www.sedar.com.

USE OF PROCEEDS

The net proceeds to the Corporation from the Offering were approximately $10,880,000, after deducting the Commission and the estimated expenses of the Offering of $400,000. The Corporation will not receive any cash proceeds upon the exercise of the Special Warrants.

The Corporation intends to allocate net proceeds from the Offering towards the continued exploration of the Toroparu Project, as follows:

Exploration work, including drill program - $7,100,000

Technical studies, including geophysical, geochemical and engineering studies and technical reports - $2,100,000

General working capital - $1,680,000

The Corporation will use the net proceeds, none of which has been spent to-date, to continue exploration, development of the Toroparu Project and other areas within the Upper Puruni Property. The Corporation anticipates securing a new National Instrument 43-101 compliant resource estimate during 2010 and doing the base work necessary for issuance of a National Instrument 43-101 compliant Preliminary Economic Assessment in late 2010 or early 2011. The Corporation also plans to continue to advance the necessary environmental baseline work to secure an Environmental Authorization from the Guyana Environmental Protection Agency.

Although the Corporation intends to expend the net proceeds from the Offering as set forth above, there may be circumstances where for sound business reasons, a reallocation of funds may be deemed prudent or necessary, and may vary materially from that set forth above. While actual expenditures may differ from the above amounts and allocations, the net proceeds will be used by the Corporation in furtherance of its business.

PLAN OF DISTRIBUTION

Pursuant to the Underwriting Agreement, the Corporation agreed to sell and the Underwriters, severally, agreed to purchase, or find substituted purchasers, for 7,500,000 Special Warrants at the Issue Price. The closing of the Offering took place on March 26, 2010 (the "**Closing Date**") and the consideration was paid against delivery of a global certificate representing the Special Warrants.

The Corporation paid to the Underwriters a Commission equal to 6.0% of the gross proceeds of the Offering, being $720,000. The Corporation also issued to the Underwriters Compensation Options which shall be automatically exercised for no additional consideration and no further action on the part of the holder at the Time of Expiry for an aggregate of 300,000 Broker Warrants, which amount is equal to 4% of the total number of Special Warrants sold under the Offering. Each Broker Warrant entitles the holder thereof to purchase one Broker Warrant Share at a price of $1.60 per Broker Warrant Share at any time prior to 5:00 p.m. (Toronto time) on March 26, 2012. This short form prospectus also qualifies the distribution of the Broker Warrants.

The TSXV has conditionally approved the listing of the Underlying Shares issuable upon exercise or deemed exercise of the Special Warrants and the Broker Warrant Shares issuable upon exercise of the Broker Warrants, subject to the Corporation fulfilling certain listing conditions of the TSXV.

The Issue Price was determined by negotiation between the Corporation and the Underwriters.

The Corporation has agreed to use its reasonable best efforts to: (i) file a preliminary short form prospectus qualifying the distribution of the Underlying Shares and the Broker Warrants issuable upon the deemed exercise of the Special Warrants and the Compensation Options (collectively, the "**Qualified Securities**") in each of the Offering Jurisdictions; (ii) resolve all comments received or deficiencies raised by the securities commissions or securities regulatory authorities (the "**Commissions**") in the Offering Jurisdictions as expeditiously as possible; and (iii) file a final short form prospectus and obtain the Final Receipt as soon as possible after such regulatory comments and deficiencies have been resolved, and in any event no later than 5:00 p.m. (Toronto time) on May 10, 2010 (the "**Qualification Deadline**").

Special Warrants that have not been previously exercised will be deemed to be exercised on behalf of and without any action required on the part of the holder thereof immediately prior to the Time of Expiry. In the event that the Final Receipt is not obtained prior to the Qualification Deadline, each Special Warrant shall thereafter be exercisable for no additional consideration into 1.05 Underlying Shares (the additional 0.05 of an Underlying Share collectively being referred to as the "**Penalty Shares**"). This short form prospectus also qualifies the distribution of any Penalty Shares issuable on the exercise or deemed exercise of the Special Warrants. For the purposes hereof, "Underlying Shares" shall include the Penalty Shares as the context requires.

The Corporation has agreed to indemnify the Underwriters, and certain related parties, insofar as any expenses, losses, claims, actions, damages or liabilities arise out of or are based, directly or indirectly, upon the performance of the professional services rendered to the Corporation by the Underwriters pursuant to the Underwriting Agreement. The Corporation has also agreed to reimburse the Underwriters for certain expenses, including legal and certain out-of-pocket expenses incurred in connection with the Offering. The Underwriters will not receive any other fee or commission from the Corporation in connection with the completion of the Offering.

The Corporation has agreed, for the benefit of the Underwriters, that during the period ending on the date that is 120 days following the Closing Date, the Corporation will not offer or sell, or enter into an arrangement to offer or sell any Common Shares, or financial instruments convertible or exchangeable into Common Shares, without the prior written consent of MRCC on behalf of the Underwriters, such consent not to be unreasonably withheld or delayed, other than in connection with (i) the Offering; (ii) the grant or exercise of stock options pursuant to any stock option plan of the Corporation; (iii) to satisfy existing instruments or agreements of the Corporation, including outstanding warrants; or (iv) bona fide acquisitions of mineral properties.

United States Restrictions

The Underlying Shares and the Broker Warrants qualified for distribution hereby have not been, and will not be, registered under the U.S. Securities Act or applicable state securities laws and such securities may not be offered, sold or delivered directly or indirectly, within the United States, or for the account or benefit of U.S. Persons under any circumstances, except in transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws. In addition, until 40 days after the commencement of the Offering, any offer or sale of any of such securities within the United States by a dealer (whether or not participating in the Offering) may violate the registration requirements of the U.S. Securities Act unless such offer is made pursuant to an exemption from registration under the U.S. Securities Act.

The Broker Warrants will not be exercisable in the United States or by or on behalf of a U.S. Person, nor will certificates representing the underlying Broker Warrant Shares be registered or delivered to an address in the United States, unless an exemption from registration under the U.S. Securities Act and any applicable state securities laws is available and the Corporation has received an opinion of counsel of recognized standing to such effect in form and substance reasonably satisfactory to the Corporation.

Any securities offered, sold or issued in the United States or to, or for the account or benefit of, a U.S. Person will be "restricted securities" within the meaning of Rule 144(a)(3) of the U.S. Securities Act. Certificates representing such securities will bear a legend to the effect that the securities represented thereby are not registered under the U.S. Securities Act or any applicable state securities laws and may only be offered, sold, pledged or otherwise transferred pursuant to certain exemptions from the registration requirements of the U.S. Securities Act and any applicable state securities laws.

Terms used and not defined in three preceding paragraphs shall have the meanings ascribed thereto by Regulation S under the U.S. Securities Act.

CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Cassels Brock & Blackwell LLP, counsel to the Corporation, and Gowling Lafleur Henderson LLP, counsel to the Underwriters, the following is a summary of the principal Canadian federal income tax considerations generally applicable to the acquisition, holding and disposition of Underlying Shares by holders of Special Warrants who acquire the Underlying Shares pursuant to this short form prospectus. This summary is applicable to a holder who, for purposes of the Tax Act and at all relevant times, is resident or deemed to be resident in Canada, holds the Underlying Shares as capital property, and deals at arm's length and is not affiliated with the Corporation. The Underlying Shares will generally be considered capital property to a holder unless either the holder holds such securities in the course of carrying on a business of buying and selling securities or the holder has acquired such securities in a transaction or transactions considered to be an adventure in the nature of trade. Certain holders who might not otherwise be considered to hold their Underlying Shares as capital property may, in certain circumstances, be entitled to have such securities (and all other "Canadian securities" as defined in the Tax Act) treated as capital property by making an irrevocable election permitted by subsection 39(4) of the Tax Act. Holders should consult their own tax advisors regarding this election.

This summary is not applicable to a holder (i) that is a "financial institution", for purposes of the mark-to-market rules, (ii), that is a "specified financial institution", (iii) that is a partnership or trust; (iv) an interest in which would be a "tax shelter investment", (v) that has made a functional currency reporting election; (vi) that is a "principal business corporation" or (vii) whose business includes trading or dealing in rights, licences or privileges to explore for, drill for or take minerals, petroleum, natural gas or other related hydrocarbons, all within the meaning of the Tax Act. Such holders should consult their own tax advisors.

This summary is based on the current provisions of the Tax Act, the regulations thereunder (the "**Regulations**"), all proposals to amend the Tax Act and the Regulations publicly announced by or on behalf of the Minister of Finance prior to the date hereof (the "**Proposals**") and counsel's understanding of the administrative and assessing practices and policies of the Canada Revenue Agency ("**CRA**") which have been made publicly available prior to the date hereof. This summary assumes that the Proposals will be enacted as proposed but does not take into account or anticipate any other changes in law, whether by way of judicial, legislative or regulatory decision or action, nor does it take into account any provincial, territorial or foreign income tax considerations. No assurances can be given that any Proposals will be enacted as proposed, if at all, or that legislative, judicial or administrative changes will not modify or change the statements expressed herein.

This summary is not exhaustive of all possible Canadian federal income tax considerations applicable to an investment in Underlying Shares. Moreover, the income and other tax consequences of acquiring, holding and disposing of Underlying Shares will vary according to the status of the holder, the province or provinces in which the holder resides or carries on business and, generally, the holder's own particular circumstances. Accordingly, the following description of income tax matters is of a general nature only and is not intended to constitute advice to any particular holder. Prospective holders should consult their own tax advisors with respect to the income tax consequences of investing in Underlying Shares, based on the holder's particular circumstances.

Exercise of Special Warrants

No gain or loss will be realized by a holder upon the exercise of a Special Warrant.

The cost to a holder of an Underlying Share acquired upon the exercise of a Special Warrant will be equal to the cost of the Special Warrant. Such cost must be averaged with the adjusted cost base (determined immediately before the exercise of the Special Warrant) of all other Common Shares held by the holder as capital property at the time of the exercise of the Special Warrant to determine the holder's adjusted cost base of all such Common Shares held.

Dispositions of Underlying Shares

In general, a holder of an Underlying Share will realize a capital gain (or capital loss) on a disposition, or a deemed disposition of such security equal to the amount by which the proceeds of disposition of such security, net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base of such security to the holder.

A holder will be required to include in income one-half of the amount of any capital gain (a "taxable capital gain") realized in the year of a disposition and will generally be entitled to deduct one-half of the amount of any capital loss (an "**allowable capital loss**") against taxable capital gains realized in the year of a disposition, the three preceding years or any subsequent year, to the extent and under the circumstances described in the Tax Act.

In general, in the case of a holder that is a corporation, the amount of any capital loss otherwise determined arising from a disposition or deemed disposition of Underlying Shares may be reduced by the amount of dividends previously received thereon to the extent and under circumstances described in the Tax Act. Similar rules may apply where a corporation is, directly or through a trust or partnership, a member of a partnership or a beneficiary of a trust which owns Underlying Shares.

A "Canadian-controlled private corporation" as defined in the Tax Act may be liable to pay, in addition to the tax otherwise payable under the Tax Act, a refundable tax of 6 2/3% of its "aggregate investment income". For this purpose, investment income will include taxable capital gains.

Dividends on Underlying Shares

Dividends received or deemed to be received on the Underlying Shares by an individual (including a trust) will be included in computing the individual's income for tax purposes and will be subject to the gross-up and dividend tax credit rules normally applicable to dividends received from taxable Canadian corporations, including the enhanced gross-up and dividend tax credit provisions where the Corporation provides notice designating the dividend as an "eligible dividend". A holder that is a corporation will include dividends received or deemed to be received on the Underlying Shares in computing its income for tax purposes and generally will be entitled to deduct the amount of such dividends in computing its taxable income, with the result that no tax will be payable by it in respect of such dividends.

Certain corporations, including private corporations or subject corporations (as such terms are defined in the Tax Act), may be liable to pay a refundable tax under Part IV of the Tax Act at the rate of 33 1/3% of the dividends received or deemed to be received on the Underlying Shares to the extent that such dividends are deductible in computing taxable income.

PRIOR SALES

During the 12 month period before the date of this short form prospectus, the Corporation has issued Common Shares, or securities convertible into Common Shares, as follows:

Date of Issuance	Number of Common Shares Issued	Issue Price ($)	Reason for Issuance
2010-03-29	23,314	-	Incentive Shares under Warrant Program
2001-03-29	510,000	0.35	Exercise of QT Compensation Options
2010-03-25	57,955	0.50	Exercise of warrants
2010-03-24	215,050	0.50	Exercise of warrants
2010-03-22	35,985	-	Incentive Shares under Warrant Program
2010-03-22	10,175	0.50	Exercise of warrants
2010-03-19	4,424	0.50	Exercise of warrants
2010-03-18	186,890	0.50	Exercise of warrants
2010-03-17	3,948	0.35	Exercise of QT Compensation Options
2010-03-17	14,333	-	Incentive Shares under Warrant Program
2010-03-16	382,664	0.50	Exercise of warrants
2010-03-15	48,717	-	Incentive Shares under Warrant Program
2010-03-12	63,800	0.50	Exercise of warrants
2010-03-11	213,277	-	Incentive Shares under Warrant Program
2010-03-10	6,911	-	Incentive Shares under Warrant Program
2010-03-10	600,161	0.50	Exercise of warrants
2010-03-05	55,000	0.50	Exercise of warrants
2010-03-04	78,139	0.50	Exercise of warrants
2010-03-03	402,420	0.35	Exercise of QT Compensation Options
2010-03-03	2,627,460	0.50	Exercise of warrants
2010-03-01	53,152	0.35	Exercise of QT Compensation Options
2010-03-01	38,500	0.50	Exercise of warrants
2010-02-26	664,400	0.50	Exercise of warrants

Date of Issuance	Number of Common Shares Issued	Issue Price ($)	Reason for Issuance
2010-02-26	67,290	-	Incentive Shares under Warrant Program
2010-02-19	46,750	0.50	Exercise of warrants
2010-02-12	8,250	0.50	Exercise of warrants
2010-02-11	64,050	0.50	Exercise of warrants
2010-02-10	11,000	0.50	Exercise of warrants
2010-02-08	67,500	0.50	Exercise of warrants
2010-02-04	30,000	0.35	Exercise of QT Compensation Options
2010-01-29	353,571	0.50	Exercise of Warrants
2010-01-28	8,250	0.50	Exercise of warrants
2010-01-27	118,250	0.50	Exercise of warrants
2010-01-20	15,000	0.50	Exercise of warrants
2010-01-13	11,000	0.50	Exercise of warrants
2010-01-07	137,500	0.50	Exercise of warrants
2009-12-22	500,000	0.35	Exercise of QT Compensation Options
2009-11-24	18,857,300	0.35	Conversion of Subscription Receipts
2009-11-24	5,294,832	0.50 (US$)	Debt Conversion
2009-11-24	3,149,940	0.35 (US$)	Debt Conversion
2009-11-24	38,156,288	0.6552	Qualifying Transaction – Consideration to GoldHeart
2009-08-21	200,000	0.10	Exercise of stock options
2009-05-12	100,000	0.50	Private Placement
2009-04-09	200,000	0.50	Private Placement
2009-04-01	200,000	0.50	Private Placement

TRADING PRICE AND VOLUME

The principal market on which the Common Shares of the Corporation trade is the TSXV.

The following table sets forth, for the periods indicated over the past 12 months prior to the date of this short form prospectus, the reported high and low closing prices and the aggregate volume of trading of the Common Shares on the TSXV.

Period	High ($)	Low ($)	Volume
2010			
April(1)	1.59	1.38	1,529,769
March	2.00	1.51	3,321,400
February	1.96	1.36	3,906,100
January	1.68	1.13	6,948,600
2009			
December	1.44	0.70	7,893,800
November(2)	0.80	0.65	843,600

(1) April 1, 2010 through April 9, 2010.

(2) Reflects period commencing upon completion of Qualifying Transaction on November 24, 2009. Prior to that date, the Common Shares did not trade due to a TSXV trading halt issued pending completion of the Qualifying Transaction.

RISK FACTORS

The operations of the Corporation are speculative due to the high-risk nature of its business. An investment in securities of the Corporation involves significant risks, which should be carefully considered by prospective investors before purchasing such securities. In addition to information set out elsewhere in this short form prospectus, investors should carefully consider the risk factors set out below. Any one or more of such risk factors could materially affect the Corporation's future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Corporation.

Limited Operating History and History of Losses

Sandspring has not commenced commercial operations and the Corporation is not currently generating cash flows from operations and there can be no assurances that it will general positive cash flows from operations in the future.

Exploration and Mining Risks

Resource exploration and development is a speculative business and involves a high degree of risk. There is no known body of commercial ore on the Toroparu Project. There is no certainty that the expenditures to be made by the Corporation in the exploration of the Toroparu Project, will result in discoveries of commercial quantities of minerals. Further, the Corporation's operations are subject to all of the hazards and risks normally encountered in the exploration, development and production of base minerals, including unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken by the Corporation, milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas which may result in environmental pollution and consequent liability. The exploration for and development of mineral deposits involves significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration or development programs planned by the Corporation will result in a profitable commercial mining operation. Whether a mineral deposit will be commercially viable depends on a number of factors, including: (i) the particular attributes of the deposit, such as size, grade and proximity to infrastructure; (ii) metal prices which are highly cyclical; and (iii) government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The precise effect of these factors cannot be accurately predicted, however, a combination of these factors may result in the Corporation not receiving an adequate return on invested capital.

Additional Capital

The development of the Toroparu Project will require substantial additional future financing. Failure to obtain sufficient financing could result in the delay or indefinite postponement of construction, development or production on any or all such property or even loss of property interest. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Corporation. In addition, any future financing may be dilutive to existing shareholders of the Corporation.

Environmental Risks and Hazards

All phases of the Corporation’s operations are subject to environmental regulation. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for noncompliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Corporation’s business, conditions or operations. Environmental hazards may exist on the properties on which the Corporation holds interests which are unknown to the Corporation at present. Government approvals, licenses and permits are currently and will in the future be required in connection with the operations of the Corporation. To the extent such approvals are required and not obtained, the Corporation may be curtailed or prohibited from continuing its mining operations or from proceeding with planned exploration or development of mineral properties. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining and exploration companies, or more stringent implementation thereof, could have a material adverse impact on the Corporation and cause increases in exploration expenses, capital expenditures or production costs, or reduction in levels of production at producing properties in the future, or require abandonment or delays in development of new mining properties in the future.

Mineral Tenure in Guyana

There are certain risks associated with the Guyanese mineral tenure regime which are either not present, or are considerably reduced, in mineral tenure regimes in Canada and elsewhere. Such risks include the inability to definitively search government registries in Guyana for certain underlying small scale claims which may exist within areas subject to (i) medium scale prospecting permits ("**PPMSs**") granted by the Government of Guyana, acting by and through the Guyana Geology and Mines Commission ("**GGMC**"), (ii) medium scale mining permits ("**MPs**") granted by the Government of Guyana, acting by and through the GGMC, and (iii) prospecting licenses ("**PLs**") granted by the Government of Guyana, acting by and through the GGMC, and the potential uncertainty regarding the ability of the holder of a PL or MP or medium scale permit to explore for minerals which are not specifically identified in the relevant license or permit. Also, the Corporation is not the registered holder of any of the PPMSs, within a medium scale mining permit granted by the Government of Guyana, acting by and through the GGMC, or small scale claims comprising the Corporation's Upper Puruni Property as Guyana law prohibits these claims from being held in the name of a foreign controlled entity and limits their activities thereunder. Pursuant to the Corporation's joint venture business relationship (the "**Upper Puruni Joint Venture**") between its subsidiary, ETK Inc. ("**ETK**"), and Mr. Alfro Alphonso, a Guyanese businessman ("**Alphonso**"), evidenced by a joint venture agreement (the "**Upper Puruni Joint Venture Agreement**"), pursuant to which ETK obtained rights in respect of 145 PPMS, 10 MPs and 7 small scale claims located in the Upper Puruni Property, Alphonso has agreed to convert the 10 MPs and 7 small scale claims subject to the Upper Puruni Joint Venture into one or more large scale mining licences registered in ETK's name, however, the GGMC has not formally approved such conversion as of the date hereof.

Limited Market for Securities

The Common Shares are currently listed on the TSXV, however there can be no assurance that an active and liquid market for the Common Shares will be maintained and an investor may find it difficult to resell securities of Sandspring. In addition, there is no market through which the Special Warrants may be sold and purchasers may not be able to resell the Special Warrants.

No Assurance of Title and Title Disputes

Although the Corporation has received a title opinion from Guyana local counsel in connection with the Toroparu Project, title insurance generally is not available, and the ability of the Company to ensure that it has obtained secure claim to individual mineral properties or mining concessions may be severely constrained. Furthermore, the Corporation has not conducted surveys of the claims in which it holds interests and, therefore, the precise area and location of such claims may be in doubt or challenged. Accordingly, the Corporation's properties may be subject to prior unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects which could have a material adverse impact on the Corporation's business operations, condition and results of operations. In addition, the Corporation may be unable to operate its properties as permitted or to enforce its rights with respect to its properties. In addition, certain of the PPMS held pursuant to an agreement (the "**Daniels Joint Venture Agreement**") related to the joint venture business relationship between ETK and Mr. Wallace (Edgar) Daniels, a Guyanese businessman ("**Daniels**"), evidenced by the Daniels Joint Venture Agreement, pursuant to which ETK obtained rights in respect of 19 PPMS located in the Upper Puruni Property are subject to a title dispute. The outcome of this dispute cannot be accurately predicted and could potentially have an adverse impact on the business of the Corporation.

Commodity Prices

Factors beyond the control of the Corporation may affect the marketability and price of minerals discovered, if any. Resource prices have fluctuated widely in recent years and months and are affected by numerous factors beyond the control of the Corporation, including international, economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, speculative activities and increased production due to new extraction developments and improved extraction and production methods. The effect of these factors cannot be accurately predicted.

Uninsurable Risks

The Corporation's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the Corporation's property interests or the properties of others, delays in mining, monetary losses and possible legal liability. It is not always possible to fully insure against such risks, and the Corporation may decide not to take out insurance against such risks as a result of high premiums or for other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in an increase in costs and a decline in value of the securities of the Corporation. It is anticipated that the Corporation will not be insured against most environmental risks. Insurance against environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) has not been generally available to companies within the industry. It is anticipated that the Corporation will periodically evaluate the cost and coverage of the insurance against certain environmental risks that is available to determine the appropriateness of obtaining such insurance. Without such insurance, and if the Corporation becomes subject to environmental liabilities, the payment of such liabilities would reduce or eliminate its available funds or could exceed the funds available to the Corporation to pay such liabilities and could result in bankruptcy. Should the Corporation be unable to fund fully the remedial cost of an environmental incident, it could potentially be required to enter into interim compliance measures pending completion of the required remedy.

Litigation

Defense and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. Like most companies, the Corporation is subject to the threat of litigation and may be involved in disputes with other parties in the future which may result in litigation or other proceedings. The results of litigation or any other proceedings cannot be predicted with certainty. If the Corporation is unable to resolve these disputes favourably, it could have a material adverse effect on our financial position, results of operations or the Corporation's property development.

No History of Mineral Production

The Corporation has never had any interest in mineral producing properties. There is no assurance that commercial quantities of minerals will be discovered at the Toroparu Project or any future properties, nor is there any assurance that the exploration programs of the Corporation thereon will yield any positive results. Even if commercial quantities of minerals are discovered, there can be no assurance that any property of the Corporation will ever be brought to a stage where mineral resources can profitably be produced thereon. Factors which may limit the ability of the Corporation to produce mineral resources from its properties include, but are not limited to, the price of the mineral resources which are currently being explored for, availability of additional capital and financing, the actual costs of bringing properties into production, and the nature of any mineral deposits.

Operating Hazards and Risks

Operations in which the Corporation will have a direct or indirect interest, will be subject to all the hazards and risks normally incidental to exploration, development and production of minerals, any of which could result in damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage. Although the Corporation intends to maintain when reasonable and possible, liability insurance in an amount which it considers adequate, the nature of these risks is such that liabilities could exceed policy limits, in which event the Corporation could incur significant costs that could have a materially adverse effect upon its financial condition.

Permits and Licences

Operations of the Corporation will require licenses and permits from various governmental authorities. Although the Corporation believes it currently has all required licenses and permits for its operations as currently conducted, there is no assurance that delays will not occur in connection with obtaining all necessary renewals of such licenses and/ or permits for the existing operations or additional licenses and/ or permits for all future operations. The Corporation anticipates that it will be able to obtain in the future, all necessary licenses and permits to carry on the activities which it intends to conduct, and intends to comply in all material respects with the terms of such licenses and permits. However, there can be no guarantee that the Corporation will be able to obtain and maintain, at all times, all necessary licenses and permits required to undertake its proposed exploration and development or to place properties into commercial production and to operate mining facilities thereon. In the event of commercial production, the cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations or preclude the economic development of the Toroparu Project.

Current Global Financial Conditions

Current global financial conditions have been subject to increased volatility and numerous financial institutions have either gone into bankruptcy or have had to be rescued by governmental authorities. Access to financing has been negatively impacted by both sub-prime mortgages and the liquidity crisis affecting the asset-backed commercial paper market. These factors may impact the ability of the Corporation to obtain equity or debt financing in the future and, if obtained, on terms favourable to the Corporation. If these increased levels of volatility and market turmoil continue, the Corporation’s operations could be adversely impacted and the value and the price of the Corporations’ common shares and other securities could continue to be adversely affected.

Political Risks

All of the Corporation's current operations are presently conducted in Guyana, South America and as such, are exposed to various levels of political, economic and other risks and uncertainties present in emerging nations. Such risks and uncertainties vary from country to country and include, but are not limited to: (i) currency exchange rates; (ii) high rates of inflation; (iii) labour unrest; (iv) renegotiation or nullification of existing concessions, licenses, permits and contracts; (v) changes in taxation policies; (vi) restrictions on foreign exchange and changing political conditions; (vii) currency controls; and (viii) governmental regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction. Future political actions in Guyana cannot be predicted and may adversely affect the Corporation. Changes, if any, in mining or investment policies or shifts in political attitude in the country of Guyana may adversely affect the Corporation's business, results of operations and financial condition. Future operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, income taxes, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety. The possibility that future governments may adopt substantially different policies, which may extend to the expropriation of assets, cannot be ruled out. Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure, could result in loss, reduction or expropriation of entitlements. The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on the Corporation's consolidated business, results of operations and financial condition.

Competition

Competition in the mineral exploration business is intense and could adversely affect the ability of the Corporation to suitably develop the properties in which it holds its interests. The Corporation will be competing with many other exploration companies possessing greater financial resources and technical facilities. Accordingly, there is a high degree of competition for desirable mineral leases, suitable prospects for drilling operations and necessary mining equipment, as well as for access to funds. There can be no assurance that necessary funds can be raised by the Corporation or that any projected work will be completed.

Environmental Regulations

Mining operations are subject to federal, regional and local laws relating to the protection of the environment, including laws regulating removal of natural resources from the ground and the discharge of materials into the environment. Mining operations are also subject to federal, regional and local laws and regulations which require the Corporation to maintain health and safety standards by regulating the design and use of mining methods and equipment. Various permits from government bodies are required for mining operations to be conducted and no assurance can be given that such permits will be received. No assurance can be given that environmental standards imposed by federal, regional or local authorities will not be changed or that any such changes would not have material adverse effects on the activities of the Corporation. Moreover, compliance with such laws may cause substantial delays or require capital outlays in excess of those anticipated, thus causing an adverse effect on the Corporation. Additionally, the Corporation may be subject to liability for pollution or other environmental damages, which it may be unable to or which it may chose to not, insure against.

Infrastructure

Mining, processing, development and exploration activities depend on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important requirements, which affect capital and operating costs. Unusual or infrequent weather, phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Corporation's future operations, financial condition and results of operations.

Reliance on Limited Number of Property Interests

The only property interests held by the Corporation are the Toroparu Project and the interests held in connection with the Upper Puruni Joint Venture, the Daniels Joint Venture and the joint venture agreement, evidencing the joint venture business relationship between ETK and certain individuals (the "**Godette Joint Venture**") pursuant to which ETK obtained rights in respect of 3 MPs. As a result, unless the Corporation acquires additional property interests, any adverse developments affecting any of the properties encompassed by the Upper Puruni Joint Venture, the Daniels Joint Venture and the Godette Joint Venture or the Toroparu Project, could have a material adverse effect upon the Corporation and could materially and adversely affect the potential mineral resource production, profitability, financial performance and results of operations of the Corporation.

Government Regulation

The mining, processing, development and mineral exploration activities of the Corporation are subject to various laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters. Exploration may also be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on future exploration and production, price controls, export controls, currency availability, foreign exchange controls, income taxes, delays in obtaining or the inability to obtain necessary permits, opposition to mining from environmental and other non-governmental organizations, limitations on foreign ownership, expropriation of property, ownership of assets, environmental legislation, labour relations, limitations on repatriation of income and return of capital, limitations on mineral exports, high rates of inflation, increased financing costs, and site safety. This may affect both the Corporation's ability to undertake exploration and development activities in respect of present and future properties in the manner contemplated, as well as its ability to continue to explore, develop and operate those properties in which it has an interest or in respect of which it has obtained exploration and development rights to date. Although the Corporation believes that its exploration and development activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail development or future potential production. Amendments to current laws and regulations governing operations and activities of mining and milling or more stringent implementation thereof, could have a substantial adverse impact on the Corporation.

Price and Volatility of Public Stock

The market price of Common Shares has experienced fluctuations which may not necessarily be related to the financial condition, operating performance, underlying asset values or prospects of the Corporation. It may be anticipated that any market for the Common Shares will be subject to market trends generally and the value of the Common Shares on the TSXV, or such other stock exchange as the Common Shares may be listed from time to time, may be affected by such volatility.

Dependence on Key Personnel

The Corporation's future success and growth depends in part upon the experience of a number of key management personnel. If for any reason, any one or more of such key personnel do not continue to be active in the Corporation's management, the operations and business prospects of the Corporation could be adversely affected.

Dividend Policy

No dividends on the Common Shares have been paid by the Corporation to date. Payment of any future dividends, if any, will be at the discretion of the Corporation board of directors after taking into account many factors, including the Corporation's consolidated operating results, financial condition, and current and anticipated cash needs.

Resource Estimates Are Uncertain

Estimates of resources are subject to considerable uncertainty. Such estimates are, to a large extent, based on the price of gold and interpretations of geologic data obtained from drill holes and other exploration techniques. Companies engaged in the production of gold use feasibility studies to derive estimates of capital and operating costs based upon anticipated tonnage and grades of ore to be mined and processed, the predicted configuration of the ore body, expected recovery rates of metals from the ore, the costs of comparable facilities, the costs of operating and processing equipment and other factors. Actual operating costs and economic returns on projects may differ significantly from original estimates.

Shortages of Critical Parts, Equipment and Skilled Labour May Adversely Affect Operations and Development Projects

The mining industry has been increasingly impacted by increased demand for critical resources such as input commodities, drilling and other equipment and skilled labour. These shortages may cause unanticipated cost increases and delays, thereby impacting operating costs, capital expenditures and production schedules.

Uncertainty of Cost Estimates and Timing of New Projects

The capital expenditure and time required to develop new mines or other projects is considerable and changes in costs and/ or construction schedules, can affect project economics. There are a number of factors that can affect costs and construction schedules, including, among others: availability of labour, power, transportation, commodities and infrastructure; changes in input commodity prices and labour costs; fluctuations in currency exchange rates; availability and terms of financing; difficulty of estimating construction costs over a period of years; delays in obtaining environmental or other government permits; weather and severe climate impacts; and potential delays related to social and community issues.

Conflicts of Interest

Certain of the proposed directors of the Corporation are also directors, officers or shareholders of other companies. Such associations may give rise to conflicts of interest from time to time. The directors of the Corporation will be required by law to act honestly and in good faith with a view to the best interests of the Corporation and to disclose any interest which they may have in any project or opportunity of the Corporation. If a conflict of interest arises at a meeting of the Board of Directors of the Corporation, any director in a conflict situation will be required to disclose his or her interest and abstain from voting in connection with the matter giving rise to the conflict. In determining whether or not the

Corporation will participate in any project or opportunity, its directors will primarily consider the degree of risk to which the Corporation may be exposed and its financial position at the relevant time.

Future Sales of Common Shares by Existing Shareholders and Future Issuances of Common Shares or Equity-Related Securities

Sales of a large number of Common Shares in the public markets, or the potential for such sales, could decrease the trading price of such Common Shares and could impair the ability of the Corporation to raise capital through future sales of such Common Shares. The Corporation has previously issued Common Shares at an effective price per share which is lower than the current market price of its Common Shares. Accordingly, a significant number of shareholders of the Corporation have an investment profit in such Common Shares that they may seek to liquidate.

Any issuance of additional equity securities could dilute the interests of existing shareholders and could substantially decrease the trading price of the Common Shares. The Corporation may issue equity securities in the future for a number of reasons, including to finance its operations and business strategy (including in connection with acquisitions, strategic collaborations or other transactions) and to satisfy the Corporation's obligations upon the exercise of outstanding warrants or options or for other reasons. Sales of a substantial number of Common Shares or other equity-related securities in the public market (or the perception that such sales may occur) could depress the market price of the Common Shares, and impair the Corporation's ability to raise capital through the sale of additional equity securities. Except as described under "Plan of Distribution", there is no restriction on the Corporation's ability to issue securities or the ability of any of its shareholders to dispose of, encumber or pledge its Common Shares, and there can be no assurance that the Corporation will not issue securities or that such shareholder will not dispose of, encumber or pledge its Common Shares. The Corporation cannot predict the effect that future sales of the Common Shares or other equity-related securities would have on the market price of the Common Shares.

INTEREST OF EXPERTS

The current technical report prepared in accordance with National Instrument 43-101 from which technical information relating to the Corporation's material mineral project, the Toroparu Project, contained or incorporated by reference in this short form prospectus has been derived is entitled: "Technical Report and Resource Estimate on the Toroparu Gold-Copper Prospect Upper Puruni River Area, Guyana", effective as of October 26, 2008 and dated January 6, 2009 (the "**Technical Report**"), prepared by Dr. Wayne Ewert, P.Geo., Mr. Eugene Puritch, P.Eng., Ms. Tracy Armstrong, P.Geo. and Mr. Antoinne Yassa, P.Geo., of P&E Mining Consultants Inc. A copy of the Technical Report is available electronically at www.sedar.com, and a summary of the Technical Report is incorporated herein through the incorporation by reference of the Long Form Prospectus.

The aforementioned firm and persons held either less than one percent or no securities of the Corporation or of any associate or affiliate of the Corporation at or following the time when they prepared the Technical Report and either did not receive any or received less than a one percent direct or indirect interest in any securities of the Corporation or of any associate or affiliate of the Corporation in connection with the preparation of the Technical Report.

None of the aforementioned persons, nor any directors, officers or employees of the aforementioned firm, is currently expected to be elected, appointed or employed as a director, officer or employee of the Corporation or of any associate or affiliate of the Corporation.

Deloitte & Touche LLP, Chartered Accountants, were the independent auditors of Sandspring at the time of the preparation of the audited financial statements of the Corporation for the year ended December 31, 2008 and 2007, and were independent at such time in accordance with the rules of professional conduct of the Institute of Chartered Accountants of Alberta.

Nizam Ali & Company, Chartered Accountants, are the independent auditors of GoldHeart.

None of Cassels Brock & Blackwell LLP, Gowling Lafleur Henderson LLP or any partner or associate thereof received or has received a direct or indirect interest in the property of the Corporation or of any associate or affiliate of the Corporation. As at the date hereof, the partners and associates of each of the aforementioned partnerships beneficially own, directly or indirectly, in the aggregate less than one per cent of the securities of the Corporation.

PROMOTERS

Each of Richard Munson and Crescent Global Gold Ltd. ("**CGG**") may be considered to have been a promoter of Sandspring and/or GoldHeart within the past two years of the date of this short form prospectus. Mr. Munson does not own any Common Shares but holds 250,000 stock options of Sandspring, which are exercisable at a price of $0.50 per stock option until November 24, 2010. CGG is the registered holder of 30,525,030 Common Shares, representing approximately 39% of the issued and outstanding Common Shares as of April 9, 2010.

CONTRACTUAL RIGHT OF RESCISSION FOR SPECIAL WARRANT HOLDERS

The Corporation has granted to each holder of a Special Warrant a contractual right of rescission in connection with the prospectus-exempt transaction under which the Special Warrants were initially acquired. The contractual right of rescission provides that if a holder of a Special Warrant who acquires another security of the Corporation on exercise of the Special Warrant as provided for in this short form prospectus is, or becomes, entitled under the securities legislation of a jurisdiction to the remedy of rescission because of the short form prospectus or an amendment to the short form prospectus containing a misrepresentation,

(a) the holder is entitled to rescission of both the holder's exercise of its Special Warrant and the private placement transaction under which the Special Warrant was initially acquired,

(b) the holder is entitled in connection with the rescission to a full refund of all consideration paid to the Underwriters or the Corporation, as the case may be, on the acquisition of the Special Warrants, and

(c) if the holder is a permitted assignee of the interest of the original Special Warrant subscriber, the holder is entitled to exercise the rights of rescission and refund as if the holder was the original subscriber.

STATUTORY RIGHTS OF RESCISSION AND WITHDRAWAL

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces of Canada, securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

AUDITOR CONSENTS

We have read the short form prospectus of Sandspring Resources Ltd. (the "**Corporation**") dated April ●**,** 2010, qualifying the distribution of Common Shares issuable on exercise of Special Warrants of the Corporation. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the above mentioned short form prospectus of our report to the shareholders of the Corporation on the balance sheets of the Corporation as at December 31, 2008 and 2007 and the statements of operations, comprehensive loss and deficit and cash flows for the years then ended. Our report is dated April 29, 2009 (except for Note 9(b) which is dated November 13, 2009).

Calgary, Canada
April ●, 2010

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Chartered Accountants

We have read the short prospectus of Sandspring Resources Ltd. (the "**Corporation**") dated April ●, 2010, qualifying the distribution of the Common Shares on exercise of Special Warrants of the Corporation. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the above mentioned short form prospectus of our report to the shareholders of GoldHeart Investment Holdings Ltd. ("**GoldHeart**") on the consolidated balance sheets of GoldHeart as at December 31, 2008, 2007 and 2006 and the consolidated statements of operations and deficit, comprehensive (loss) income, accumulated other comprehensive (loss) income and cash flow for the years then ended. Our report is dated October 31, 2009.

Georgetown, Guyana
April ●, 2010

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Chartered Accountants

CERTIFICATE OF THE CORPORATION AND THE PROMOTORS

Dated: April 12, 2010

This short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of the provinces of Ontario, Alberta and British Columbia.

(Signed) Richard Munson Chief Executive Officer	(Signed) Carmelo Marrelli Chief Financial Officer

On behalf of the Board of Directors

(Signed) Greg Barnes Director	(Signed) Mark Maier Director

Promoters

(Signed) Richard Munson

CRESCENT GLOBAL GOLD LTD.

By: (Signed) Richard Munson

CERTIFICATE OF THE UNDERWRITERS

Dated: April 12, 2010

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of the provinces of Ontario, Alberta and British Columbia.

MACKIE RESEARCH CAPITAL CORPORATION

By: (Signed) Howard Katz

CORMARK SECURITIES INC.

By: (Signed) Darren Wallace

BYRON SECURITIES LIMITED

By: (Signed) Campbell Becher

FRASER MACKENZIE LIMITED

By: (Signed) J.C. St.-Amour

MACQUARIE CAPITAL MARKETS CANADA LTD.

By: (Signed) Ron D'Ambrosio

PI FINANCIAL CORP.

By: (Signed) Bert Quattrociocchi