

Security Class

Holder Account Number

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Form of Proxy - Annual General and Special Meeting to be held on June 6, 2013

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 9:00 am, Eastern Time, on Tuesday, June 4, 2013.



Appointment of Proxyholder

I/We, being holder(s) of Sandspring Resources Ltd. hereby appoint(s):
John R. Adams, Chairman of the Board of Directors, or failing him, **Rich A. Munson**, Chief Executive Officer, or failing him, **Scott Issele**, Chief Financial Officer.

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the **Annual General and Special Meeting** of shareholders of **Sandspring Resources Ltd.** to be held at Suite 2100, Scotia Plaza, 40 King Street West, Toronto, Ontario, M5H 3C2, on Thursday, June 6, 2013 at 9:00 a.m. (Toronto time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

For

Against

1. Number of Directors

To set the number of directors at eight (8).

2. Election of Directors

For Withhold

For Withhold

For Withhold

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01. John R. Adams

02. P. Greg Barnes

03. Richard A. Munson

04. Gerald W. Grandey

05. Brad L. Doores

06. David Constable

07. George Bee

08. Suresh Beharry

For

Withhold

3. Appointment of Auditors

Appointment of **KPMG LLP**, Chartered Accountants as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.

For

Against

4. Ratification of Stock Option Plan

To consider and, if thought fit, to pass, with or without variation, an ordinary resolution to ratify, confirm and approve the Company's stock option plan, including certain amendments thereto, as more particularly described in the accompanying management information circular.

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For

Against

5. Ratification of Amendment to By-Law No.1

To consider and, if thought fit, to pass, with or without variation, an ordinary resolution to ratify and confirm an amendment to the Company's By-Law No. 1 to add an advance notice requirement for nominations of directors by shareholders in certain circumstances, as more particularly described in the accompanying management information circular.

Authorized Signature(s) - This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.**

Signature(s)

Date

DD / MM / YY

Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.



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