

SUNSHINE OILSANDS LTD.
(the “Corporation”)
(a company incorporated in Canada with limited liability)
(Stock code: 2012)

BOARD DIVERSITY POLICY (the “Policy”)

1. Purpose

This Policy aims to set out the approach to achieve diversity on the board of directors (the “Board”) of the Corporation.

2. Vision

The Corporation recognizes and embraces the benefits of having a diverse board to enhance the quality of its performance.

3. Policy Statement

With the aim of enhancing the Board’s effectiveness and corporate governance as well as achieving our business objectives, the Corporation sees increasing diversity at the Board level as an essential element in supporting its sustainable development. In designing the Board’s composition, board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service and any other factors that the Board may consider relevant and applicable from time to time. All Board appointments will be based on merit, and candidates will be considered against objective criteria, having due regard to the benefits of diversity on the Board and also the needs of the Board without focusing on a single diversity aspect.

4. Measurable Objectives

Selection of candidates of the Board members will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service and any other factors that the Board may consider relevant and applicable from time to time. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board, having due regard to the benefits of diversity on the Board and also the needs of the Board without focusing on a single diversity aspect. The Board’s composition will be disclosed in the corporate governance report of the Corporation annually in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

5. Monitoring

The Corporate Governance Committee of the Corporation (the “CG Committee”) is responsible for monitoring the achievement of the measurable objectives set out in this Policy. It will review the Board’s composition at least once annually taking into account the benefits of all relevant diversity aspects and adhere to the Policy when making recommendation on any Board appointments.

6. Review of Policy

The CG Committee, if applicable, will review the Policy, as appropriate, to ensure the effectiveness of the Policy. The CG Committee will discuss any revisions to the Policy that may be required, and recommend any such revisions to the Board for consideration and approval.

7. Disclosure of the Policy

The Policy will be published on the website of the Corporation for public information.

A summary of the Policy together with the measurable objectives set for implementing the Policy, and the progress made towards achieving those objectives will be disclosed in the corporate governance report as contained in the Corporation's annual reports. The Board's composition and the results of the review of the Board's composition will also be disclosed in the corporate governance report.

January 28, 2019