



SUNSHINE OILSANDS LTD.
陽光油砂有限公司*

(a corporation incorporated under the Business Corporations Act of the Province of Alberta, Canada with limited liability)

(HK stock code: 2012) (TSX symbol: SUO)

SECOND FORM OF PROXY

This second form of proxy (the “**Second Proxy**”) is solicited by management of **Sunshine Oilsands Ltd.** (the “**Corporation**”) and will be used at the Annual General Meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of Class “**A**” Common Voting Shares of the Corporation (“**Shares**”) to be held at the **United Conference Centre, Room 2, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong** on June 24, 2015 at 8:00 a.m. (Hong Kong Time) (June 23, 2015 at 6:00 p.m. Calgary Time).

The undersigned Shareholder, hereby appoints Tingan Liu, Non-Executive Chairman, or failing him, Michael J. Hibberd, Executive Vice-Chairman, or instead of either of them, _____ of _____ as proxyholder, with power of substitution, to attend and vote for and act on behalf of the undersigned at the **United Conference Centre, Room 2, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong** on June 24, 2015 at 8:00 a.m. (Hong Kong Time) (June 23, 2015 at 6:00 p.m. Calgary Time) and any adjournments thereof, and at any poll(s) which may take place in consequence thereof, with the same powers that the undersigned would have if the undersigned were present at the Meeting or any adjournments thereof, and without limiting the foregoing, the said proxy is hereby instructed to vote or withhold from voting the shares of the undersigned at the said meeting as follows:

1. Fixing the number of directors to be elected at the Meeting at twelve (12).) FOR AGAINST
8. Electing Kwok Ping Sun as a director of the Corporation for the ensuing year.) FOR WITHHOLD FROM VOTING

The undersigned hereby revokes any proxies previously given for the above matters only in respect of the Meeting.

Number of shares in respect of which this Second Proxy is given (if no number is specified, then this Second Proxy is given in respect of all shares registered in the name of the shareholder): _____

Dated this _____ day of _____, 2015.

 Name of Shareholder (Please Print)

Please see notes on the next page of this Second Proxy

 Signature of Shareholder

NOTES:

(1) **Unless otherwise indicated, the persons named above, if appointed as proxyholder, will vote 'FOR' each of the above matters. If any amendments or variations to matters identified in the Notice of Meeting are proposed at the Meeting, or if any other business properly comes before the Meeting, discretionary authority is hereby conferred with respect thereto.**

(2) **Each Shareholder has the right to appoint a person, who need not be a Shareholder of the Corporation, to attend and to act for him and on his behalf at the Meeting, other than the persons designated above. To exercise such rights, the names of the persons designated by the management to act should be crossed out and the name of the Shareholder's appointee should be legibly printed in the blank space provided.**

(3) Shares represented by this Second Proxy will be voted for or against or withheld from voting in accordance with the instructions of the Shareholder represented hereby on any ballot that may be called for at the Meeting.

(4) This Second Proxy must be dated and must be executed by the Shareholder or his attorney authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or by an officer or attorney thereof duly authorized. A copy of such authorization should accompany this Second Proxy. Persons signing as executors, administrators, trustees, etc. should so indicate. If this Second Proxy is not dated, it shall be deemed to bear the date on which it was mailed to the Shareholder by the Corporation.

(5) Any one of the joint holders of a Share may sign a form of proxy in respect of the Share but, if more than one of them is present at the Meeting or represented by a proxyholder, that one of them whose name appears first in the register of Shareholders in respect of the Share, or that one's proxyholder, will alone be entitled to vote in respect thereof. Where the form of proxy is signed by a corporation, either its corporate seal must be affixed or the form should be signed by the corporation under the hand of an officer or an attorney duly authorized in writing.

(6) To be effective, this Second Proxy must be completed, signed, dated and deposited, as applicable:

(a) at the office of the Corporation's principal share registrar in Canada, being Alliance Trust Company, #1010, 407 – 2nd Street S.W., Calgary, Alberta, Canada, T2P 2Y3, or via fax: 403-237-6181, during regular business hours not later than 48 hours before the Meeting, excluding Saturdays, Sundays and public holidays in Calgary (i.e. 4:30 p.m. on June 19, 2015 (Calgary time)), or any adjournment thereof, or deposited with the Chairman of the Meeting on the day of the Meeting prior to the commencement of the Meeting; or

(b) at the office of the Corporation's branch share registrar in Hong Kong, being Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East Wan Chai, Hong Kong, People's Republic of China, during regular business hours not later than 48 hours before the Meeting, excluding Saturdays, Sundays and public holidays in Hong Kong (i.e. 4:30 p.m. on June 19, 2015 (Hong Kong time)), or any adjournment thereof or, deposited with the Chairman of the Meeting on the day of the Meeting prior to the commencement of the Meeting.

(7) Completion and delivery of this Second Proxy will not preclude the Shareholder from attending and voting at the Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.