

For the month ended (dd/mm/yyyy): 31/10/2018

To : Hong Kong Exchanges and Clearing Limited

Name	of	Issuer
	<u> </u>	100000

Sunshine Oilsands Ltd.

Date Submitted

05/11/2018

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>2012</u> Descri	iption : <u>Class "A"</u>	' Common Sh	nares
	No. of ordinary shares	Par value (State currency) No par	Authorised share capital (State currency)
Balance at close of preceding month	6,013,596,172	value CAD\$	Unlimited CAD\$
Increase/(decrease)		No par value CAD\$	Unlimited CAD\$
Balance at close of the month	6,013,596,172	No par value CAD\$	Unlimited CAD\$
(2) Stock code : <u>N/A</u> Descri	iption : <u>N/A</u>		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	N/A	N/A	<u>N/A</u>
Increase/(decrease)	<u>N/A</u>	N/A	<u>N/A</u>
Balance at close of the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

Stock code :	N/A Desc	ription :	Class "G'	'Preferred Sha	nres
			preference	Par value (State	Authorised share capital
		sł	nares	<i>currency)</i> No par	(State currency)
				value	Unlimited
Balance at close of	preceding month		0	CAD\$	CAD\$
				No par value	
Increase/(decrease	)		0	CAD\$	N/A
				No par	
				No par value	Unlimited
Balance at close of	the month		0	CAD\$	CAD\$
Stock code :	N/A Desc	ription :	Class "H'	'Preferred Sha	nres
				Par value	Authorised share
			preference	(State	capital
		sł	nares	currency)	(State currency)
				No par	TT. 1''(
Balance at close of	Preceding month		0	value CAD\$	Unlimited CADS
Dalance at close of	preceding month		0	$\frac{CAD\phi}{No par}$	
				value	
Increase/(decrease	)		0	CAD\$	N/A
				No par	
				value	Unlimited
Balance at close of	the month		0	CAD\$	CADS
				·	

### 2. Preference Shares

#### 3. Other Classes of Shares

Stock code : <u>N/A</u> Descr	iption : <u>N/A</u>		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	N/A	N/A	<u>N/A</u>
Increase/(decrease)	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

Total authorised share capital at the end of the month (*State currency*) :

Unlimited CAD\$

## II. Movements in Issued Share Capital

	No. of ordin	nary shares	No. of preferred shares Class "G" and		
	(1) Class "A" common shares	(2)	"H" preferred shares	No. of other classes of shares	
Balance at close of preceding month	6,013,596,172	N/A	0	N/A	
Increase/ (decrease) during the month		N/A	0	N/A	
Balance at close of the month	6,013,596,172	<u>N/A</u>	0	N/A	

# III. Details of Movements in Issued Share Capital

	under Share	Option Sche	mes of the Issuer)			
Particulars of					No. of new	No. of new shares of
share option					shares of issuer	issuer which May be
scheme						issued pursuant thereto as
including					month pursuant	at close of the month
EGM approval					thereto	
date		Movemen	nt during the mont	h		
(dd/mm/yyyy)			<b>G</b> 11 1/			
and class of	<b>G</b> 1		Cancelled/	T 1/2		
shares issuable	Granted	Exercised	Forfeited	Lapsed/Expired	1	
1.Pre-IPO						
Share						
Option						
Scheme						
(09/09/2010)						
Class "A"						
	0	0	0	0	0	
common	0	0	0	0	0	0
shares						
2. Post-IPO						
Share						
Option						
Scheme						
(0)(0)(0)(0)						
(26/01/2012)						
Class "A"	_	_		_	_	
common	0	0	3,729,525	0	0	501,216,831
shares		<u> </u>				
(Note A)						

		For Main Board and GEM listed issuers				
<u>3. N/A</u>						
( / / )						
shares N/A N/A	N/A	N/A	N/A	N/A		
	Total A.	(Ordinary shares)	Nil	_		
		(Preferred shares)	N/A	_		
		(Other class)	N/A			
Total funds raised during the month from exercise of options (State currency)	N/A			-		

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy) 1. N/A	Currency of nominal value	Nominal value at close of preceding month	Exercised/(Expired) during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which May be issued pursuant thereto as at close of the month
	 N/A	N/A	N/A	N/A	N/A	N/A
( / / ) Stock code (if listed)	<u>N/A</u> N/A		<u>1V/A</u>	<u>11/A</u>	<u>11/A</u>	<u>1N/A</u>
Class of shares issuable ( <i>Note 1</i> ) Subscription	N/A	A	_			
price EGM approval date (if applicable)	N/A	<u>4</u>	-			
(dd/mm/yyyy)	( / /	)N/A	_			
	N/A	N/A	N/A	N/A	N/A	N/A
( / / ) Stock code (if listed)	 N/A	A				
Class of shares issuable ( <i>Note 1</i> )	N/A	A	_			
Subscription price	N/A	Ą	_			
EGM approval date (if applicable) (dd/mm/yyyy) <u>3. N/A</u>	( / /	)N/A	_			
	N/A	N/A	N/A	N/A	N/A	N/A
( / / ) Stock code (if listed)	N/A	A				

				For	Main Board	and GEM In	sted issuers
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month		d/(Expired) the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which May be issued pursuant thereto as at close of the month
Class of shares issuable ( <i>Note 1</i> ) Subscription	N/4						
price EGM approval date (if applicable) (dd/mm/yyyy) 4. N/A	N/4	A)N/A	_				
( / / ) Stock code (if listed)	<u>N/A</u> N/A	<u>N/A</u>	<u>N/A</u>		N/A	<u>N/A</u>	<u>N/A</u>
Class of shares	1 1/1	1					
issuable (Note 1)	N/A	4					
Subscription price	N/A	4	_				
EGM approval date							
(if applicable) (dd/mm/yyyy)	( / /	)N/A	_				
			Total B.	(Preferre	y shares) <u>N</u> d shares) <u>N</u> her class) <u>N</u>	/A	- - -

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	1 0	Converted/ Forfeited during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which May be issued pursuant thereto as at close of the month
1. Class "G" preferred shares						
	N/A	0	0	0	0	0
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> ) Subscription price	N/A N/A					
EGM approval date (if applicable) (dd/mm/yyyy))	1( / / )	<u> V/A</u>				

				For Main Boa	ard and GEM	listed issuers
Class and description 2. Class "H" preferred	Currency of amount outstanding	Amount at close of preceding month	Converted/ Forfeited during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which May be issued pursuant thereto as at close of the month
shares						
		0	0	0	0	0
Stock code (if	N/A	0	0	0	0	0
listed)	N/A					
Class of shares						
issuable (Note 1)	N/A					
Subscription price	N/A					
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	( / / )N	/A				
3. Convertible Bonds in	l					
Principal amount						
HK\$11,000,000.00						
(Note C) Stock code (if	HKD	11,000,000	Nil	11,000,000	Nil	52,380,952
listed)	N/A					
Class of shares	Class A					
issuable (Note 1)	common votin					
Subscription price	HK\$0.21 per Sha (subject to adjustme					
EGM approval						
date (if appliaghts)						
(if applicable) (dd/mm/yyyy)	( / / )N	/A				
4.						
	N/A	0	0	0	0	0
Stock code (if						
listed) Class of shares	N/A					
issuable (Note 1)	N/A					
Subscription price	N/A					
EGM approval						
date (if applicable)						
(dd/mm/yyyy)	( / / )N	/A				
		Tot		ry shares) N/		
				red shares) N/2		
			(0)	ther class) N/.	A	

### For Main Board and GEM listed issuers

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which May be issued pursuant thereto as at close of the month
1		
shares (Note )	N/A	N/A
2	N/A	N/A
shares (Note)		
3		
( / / ) shares (Note )	N/A	N/A
Total D. (Ordinary shares)	N/A	
(Other class)(Preferred shares)	N/A	
(Other class)	N/A	

	Other Move		Issued Share C	-apital			No. of new shares of issuer issued	No. of new shares of issuer
Т	ype of Issue						during the month pursuant thereto	which May be issued pursuant thereto as at close of the month
				Class of shares issuable ( <i>Note 1</i> )		_		
1.	Rights issue	At price :	State currency	Issue and allotment – date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
1							1.1/11	10/11
				Class of shares issuable (Note 1)				
2.	Open offer	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
1							N/A	N/A
				Class of shares issuable(Note 1)				
3.	Private Placing	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				AGM approval date: ( <i>dd/mm/yyyy</i> )	( / /	)		
							N/A	N/A

				Class of shares				
				issuable (Note 1)				
4.	Scrip dividend	At price :	State currency —	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
		price .	currency	EGM approval date: (dd/mm/yyyy)	( / /	)		
							N/A	N/A
				Class of shares Class "A" common repurchased ( <i>Note 1</i> )				
5.	Repurchase of shares			Cancellation dates : (dd/mm/yyyy)				
				EGM approval date: (dd/mm/yyyy)			N/A	N/A
-				Class of shares			IN/A	IN/A
				redeemed (Note 1)				
6.	Redemption of shares			Redemption date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
							N/A	N/A
				Class of shares issuable ( <i>Note 1</i> )				
7.	Consideration issue	At price :	State currency —	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			-	EGM approval date: (dd/mm/yyyy)	( / /	)		
				~			N/A	N/A
				Class of shares issuable ( <i>Note 1</i> )				
8.	Capital reorganisation			Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
				Class of shares issuable ( <i>Note 1</i> )		_		
9.	Other (Please specify)	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
				Total E. (Ordin	ary shares	s) N/.	A	
				(Prefei	red shares	s) N/.	A	
				(0	Other class	s) <u>N/</u>	A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (	1)	N/A	
(	(2)	N/A	
Total increase / (decrease) in preferred shares during the month (i.e. Total of A to E):	-	N/A	
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	-	N/A	
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)			

Remarks (if any):

Note A: As at 1 October 2018, our Post-IPO Share Option Scheme had 504,946,356 stock options outstanding. During the month of October 2018, Nil stock options were granted, Nil options were exercised, 3,729,525 stock options were forfeited and Nil stock options expired. As at 31 October 2018, our Post-IPO Share Option Scheme had 501,216,831 stock options outstanding, of which 185,617,107 stock options were vested (Nil stock options were vested in the month of October 2018) and available for exercise into Class "A" common shares on a 1 for 1 basis.

Per the Company's announcement dated July 5, 2018, among the 315,000,000 options granted in July 2018, of which 300,000,000 options were granted conditionally and was approved on the SGM held on October 31, 2018.

Note B: Per the Company's announcement dated September 28, 2018, as supplemented by the announcements dated October 2 and October 3, 2018 respectively, the Company and the placing agent entered into placing agreement to place convertible bonds in principal amount of up to HK\$11,000,000.00 at conversion price of HKD 0.21 per each convertible bond on best effort basis. The said placing was completed on October 5, 2018.

Submitte	ed by: Kwok Ping Sun
Title:	Executive Chairman (Director, Secretary or other duly authorised officer)

Notes :

1. State the class of shares (e.g. ordinary, preference or other).

2. If there is insufficient space, please append the prescribed continuation sheet.