


**香港交易所 Monthly Return of Equity Issuer on Movements in Securities**

 For the month ended (dd/mm/yyyy) : 31/12/2018

To : Hong Kong Exchanges and Clearing Limited

 Name of Issuer Sunshine Oilsands Ltd.

 Date Submitted 04/01/2019
**I. Movements in Authorised Share Capital**
**1. Ordinary Shares**

 (1) Stock code : 2012 Description : Class "A" Common Shares

	No. of ordinary shares	Par value ( <i>State currency</i> ) No par value CAD\$	Authorised share capital ( <i>State currency</i> ) Unlimited CAD\$
Balance at close of preceding month	<u>6,049,628,172</u>	<u>No par value CAD\$</u>	<u>Unlimited CAD\$</u>
Increase/(decrease)	<u>86,218,452</u>	<u>No par value CAD\$</u>	<u>Unlimited CAD\$</u>
Balance at close of the month	<u>6,135,846,624</u>	<u>No par value CAD\$</u>	<u>Unlimited CAD\$</u>

 (2) Stock code : N/A Description : N/A

	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>N/A</u>	<u>N/A</u>	<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>

## 2. Preference Shares

Stock code : <u>N/A</u>		Description : <u>Class "G" Preferred Shares</u>	
	No. of preference shares	Par value ( <i>State currency</i> ) No par value	Authorised share capital ( <i>State currency</i> ) Unlimited
Balance at close of preceding month	<u>0</u>	<u>CAD\$</u>	<u>CAD\$</u>
Increase/(decrease)	<u>0</u>	<u>CAD\$</u>	<u>N/A</u>
Balance at close of the month	<u>0</u>	<u>CAD\$</u>	<u>Unlimited CAD\$</u>

  

Stock code : <u>N/A</u>		Description : <u>Class "H" Preferred Shares</u>	
	No. of preference shares	Par value ( <i>State currency</i> ) No par value	Authorised share capital ( <i>State currency</i> ) Unlimited
Balance at close of preceding month	<u>0</u>	<u>CAD\$</u>	<u>CAD\$</u>
Increase/(decrease)	<u>0</u>	<u>CAD\$</u>	<u>N/A</u>
Balance at close of the month	<u>0</u>	<u>CAD\$</u>	<u>Unlimited CAD\$</u>

## 3. Other Classes of Shares

Stock code : <u>N/A</u>		Description : <u>N/A</u>	
	No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>N/A</u>	<u>N/A</u>	<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 ordinary shares		No. of preferred shares	No. of other classes of shares
	(1) Class "A" common shares	(2)	Class "G" and "H" preferred shares	
Balance at close of preceding month	6,049,628,172	N/A	0	N/A
Increase/ (decrease) during the month	86,218,452	N/A	0	N/A
Balance at close of the month	6,135,846,624	N/A	0	N/A

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during 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 at close of the month
	Granted	Exercised	Cancelled/ Forfeited	Lapsed/Expired			
1. Pre-IPO Share Option Scheme							
(09/09/2010) Class "A" common shares	0	0	0	0	0	0	
2. Post-IPO Share Option Scheme							
(26/01/2012) Class "A" common shares	0	0	3,318,494	0	179,639	491,005,881	
(Note A)							

3. N/A						
( / / )						
shares	N/A	N/A	N/A	N/A	N/A	N/A
Total A. (Ordinary shares) <u>Nil</u> (Preferred shares) <u>N/A</u> (Other class) <u>N/A</u>						
Total funds raised during the month from exercise of options (State currency)			<u>N/A</u>			

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

Description of warrants (Date of expiry - dd/mm/yyyy)	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
1. N/A						
( / / )	N/A	N/A	N/A	N/A	N/A	N/A
Stock code (if listed)	<u>N/A</u>					
Class of shares issuable (Note 1)	<u>N/A</u>					
Subscription price	<u>N/A</u>					
EGM approval date (if applicable) (dd/mm/yyyy)	<u>( / / )N/A</u>					
2. N/A						
( / / )	N/A	N/A	N/A	N/A	N/A	N/A
Stock code (if listed)	<u>N/A</u>					
Class of shares issuable (Note 1)	<u>N/A</u>					
Subscription price	<u>N/A</u>					
EGM approval date (if applicable) (dd/mm/yyyy)	<u>( / / )N/A</u>					
3. N/A						
( / / )	N/A	N/A	N/A	N/A	N/A	N/A
Stock code (if listed)	<u>N/A</u>					

For Main Board and GEM listed issuers

Description of warrants (Date of expiry - dd/mm/yyyy)	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
Class of shares issuable ( <i>Note 1</i> )	N/A					
Subscription price	N/A					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )N/A					
4. N/A						
	N/A	N/A	N/A	N/A	N/A	N/A
( / / )						
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	N/A					
Subscription price	N/A					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )N/A					
			Total B.	(Ordinary shares)	N/A	
				(Preferred shares)	N/A	
				(Other class)	N/A	

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

Class and description	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
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> )	N/A					
Subscription price	N/A					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )N/A					

For Main Board and GEM listed issuers

Class and description	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
2. Class "H" preferred shares	N/A	0	0	0	0	0
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	N/A					
Subscription price	N/A					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )N/A					
3. Convertible Bonds in Principal amount						
HK\$11,000,000.00						
( <i>Note B</i> )	HKD	11,000,000	11,000,000	0	52,380,952	Nil
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Class A common voting					
Subscription price	HK\$0.21 per Share (subject to adjustment)					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )N/A					
4.	N/A	0	0	0	0	0
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	N/A					
Subscription price	N/A					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )N/A					
				Total C. (Ordinary shares) <u>52,380,952</u>		
				(Preferred shares) <u>N/A</u>		
				(Other class) <u>N/A</u>		

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. _____ _____ shares (Note )	N/A	N/A
3. _____ ( / / ) _____ shares (Note )	N/A	N/A
Total D. (Ordinary shares)	N/A	
(Other class)(Preferred shares)	N/A	
(Other class)	N/A	

Other Movements in Issued Share Capital

Type of Issue				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. Rights issue	At price :	State currency	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	N/A
2. Open offer	At price :	State currency	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	N/A
3. Private Placing	At price: 0.137	State Currency: HKD	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (14/12/2018) AGM approval date: (dd/mm/yyyy) (25/06/2018)	27,983,000	0

## For Main Board and GEM listed issuers

Type of Issue				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
3. Private Placing	At price: 0.133	State Currency: HKD	Class of shares issuable(Note 1) Issue and allotment date : (dd/mm/yyyy) (28/12/2018) AGM approval date: (25/06/2018) (dd/mm/yyyy)	5,854,500	0
3. Scrip dividend	At price :	State currency —	Class of shares issuable (Note 1) ——— Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	N/A
4. Repurchase of shares			Class of shares Class "A" common repurchased (Note 1) Cancellation dates : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	N/A	N/A
5. Redemption of shares			Class of shares redeemed (Note 1) ——— Redemption date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	N/A
6. Consideration issue	At price :	State currency —	Class of shares issuable (Note 1) ——— Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	N/A
7. Capital reorganisation			Class of shares issuable (Note 1) ——— Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	N/A



8. Other (Please specify)	At price :	State currency	Class of shares issuable ( <i>Note 1</i> ) _____		
			Issue and allotment date : (dd/mm/yyyy) ( / / )		
			EGM approval date: (dd/mm/yyyy) ( / / )	<u>N/A</u>	<u>N/A</u>
			Total E. (Ordinary shares)	<u>33,837,500</u>	
			(Preferred shares)	<u>N/A</u>	
			(Other class)	<u>N/A</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>86,218,452</u>
	(2)	<u>N/A</u>
Total increase / (decrease) in preferred shares during the month (i.e. Total of A to E):		<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

**Note A:** *As at 1 December 2018, our Post-IPO Share Option Scheme had 494,504,014 stock options outstanding. During the month of December 2018, Nil stock options were granted, Nil options were exercised, 3,318,494 stock options were forfeited and 179,639 stock options expired. As at 31 December 2018, our Post-IPO Share Option Scheme had 491,005,881 stock options outstanding, of which 277,150,776 stock options were vested (1,666,667 stock options were vested in the month of December 2018) and available for exercise into Class "A" common shares on a 1 for 1 basis.*

**Note B:** *Per the Company's announcement dated September 28, 2018, October 2, 2018, October 3, 2018, October 5, 2018 and November 30, 2018, 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. All convertible bonds were converted and 52,380,952 Shares were issued in this connection.*

**Note C:** *Private placements of 27,983,000 shares issued at HKD 0.137 and 5,854,500 shares issued at HKD 0.133 took place on December 14, 2018 and December 28, 2018 respectively. These placing shares were issued and allotted under the General Mandate approved at the Annual General Meeting held on June 25, 2018.*

Submitted 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.