

Balance at close of the month

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy):	31/05/2013		
To: Hong Kong Exchanges and Clear	ing Limited		
Name of Issuer Sunsh	ine Oilsands Ltd.		
Date Submitted 07/06/	/2013		
I. Movements in Authorised Share Cap	pital		
1. Ordinary Shares			
(1) Stock code : <u>2012</u> Descri	ription : Class "A"	'Common Sh	nares
	No. of ordinary shares	Par value (State currency) No par value	Authorised share capital (State currency) Unlimited
Balance at close of preceding month	2,875,806,161	CAD\$ No par	CAD\$
Increase/(decrease)	0	value CAD\$	Unlimited CAD\$
Balance at close of the month	2,875,806,161	No par value CAD\$	Unlimited CAD\$
(2) Stock code : N/A Description	ription : N/A		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	N/A	N/A	N/A
Increase/(decrease)	N/A	N/A	N/A

N/A

N/A

2. Preference Shares

2. Preference Shares			
Stock code : N/A Desc	eription: Class "G"	'Preferred Sh	nares
	No. of preference shares	Par value (State currency) No par	Authorised share capital (State currency)
Balance at close of preceding month	52,490,000	value CAD\$	Unlimited CAD\$
Increase/(decrease)	0	No par value CAD\$	N/A
Balance at close of the month	52,490,000	No par value CAD\$	Unlimited CAD\$
Stock code: N/A Desc	eription: Class "H'	'Preferred Sh	nares
	No. of preference shares	Par value (State currency) No par	Authorised share capital (State currency)
Balance at close of preceding month	22,200,000	value CAD\$	Unlimited CAD\$
Increase/(decrease)	0	No par value CAD\$	N/A
Balance at close of the month	22,200,000	No par value CAD\$	Unlimited CAD\$
3. Other Classes of Shares			
Stock code: N/A Desc	eription: N/A		
	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	N/A
Increase/(decrease)	N/A	N/A	N/A
Balance at close of the month	N/A	N/A	N/A

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

II. Movements in Issued Share Capital

	No. of ordinary shares		No. of preferred shares	
	(1) – Class "A" common shares	(2)	Class "G" and "H" preferred shares	No. of other classes of shares
Balance at close of preceding month	2,875,806,161	N/A	74,690,000	N/A
Increase/ (decrease) during the month	0	N/A	0	N/A
Balance at close of the month	2,875,806,161	N/A	74,690,000	N/A

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Snare Options (unde	a share Option	i Schemes of the	188uc1)			XX 0 1 0
Particulars of share					No. of new shares of	No. of new shares of
option scheme					issuer issued during	issuer which may be
including EGM					the month pursuant	issued pursuant thereto
approval date		Movement dur	ing the month		thereto	as at close of the month
(dd/mm/yyyy) and					=	
class of shares			Cancelled/			
issuable	Granted	Exercised	Forfeited	Lapsed		
1.Pre-IPO				•		
Share Option						
Scheme						
Scheme						
-						
(09/09/2010)						
						83,366,960
Class "A"	0	0	500 000	0	0	
common shares	0	0	533,333	0	0	(Remarks: See Note
				-	<u> </u>	<u>A)</u>
(Note 1)						
2. Post-IPO Share Option						
Scheme						
(0 < 01 0010)						
(26/01/2012)						
Class "A"						69,210,887
common shares	1,523,667	0	180,236	0	0	(Remarks: See Note
Common shares						B)
(Note 1)						
3. N/A						
<u> </u>						
(/ /)						
shares	N/A	N/A	N/A	N/A	N/A	N/A

		Tot Main Board and GENT listed issuers
(Note 1)		
Total	A. (Ordinary shares)	N/A
	(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 No. of new No. of new shares of shares of issuer issued issuer which during the may be issued month pursuant pursuant thereto as at Currency of Nominal value at Exercised Nominal value thereto close of the Description of warrants nominal close of during the at close of the month (Date of expiry - dd/mm/yyyy) value preceding month month month 1. N/A N/AN/A N/A N/A N/A N/A Stock code (if 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 N/A N/AN/A N/A N/A N/AN/A Stock code (if 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 N/A N/A N/A N/A N/A N/A N/A/ / Stock code (if listed) N/A Class of shares issuable (Note 1) N/A Subscription price N/A EGM approval date (if applicable) (dd/mm/yyyy) N/AN/A N/AN/A N/A N/AN/A N/A Stock code (if listed) N/A Class of shares N/Aissuable (Note 1) N/A Subscription price

For Main Board and GEM listed issuers

Description of warrants (Date of expiry - dd/mm/yyyy	nominal	Nominal value at close of preceding month	Exercised 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
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)N/A	-			
		Tota	(Prefe	nary shares) N/A rred shares) N/A Other class) N/A	4	- - -
Convertibles (i.e. Convertible	into Shares of the	Issuer which are to	be Listed)			
Class and description	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 share (Note C)	es					
	 N/A	52,490,000	0	52,490,000	0	32,543,800
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)) 2. Class "H" preferred share (Note C)	N/A Class "A" communication shares \$0.0005 per Class preferred share (/ /)N/	"G" e				
		22 200 000	0	22 200 000	0	12.74.000
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A	N/A N/A Class "A" community share \$0.0005 per Class preferred share (/ /)N/	"H" e	0	22,200,000	0	13,764,000
	N/A	N/A	N/A	N/A	N/A	N/A
Stock code (if listed) Class of shares	N/A	<u> </u>				
issuable (Note 1)	N/A					

					For Main Board	and GEM liste	d issuers
Class and description	Currency o amount outstandin	of	ount at close 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
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. N/A	N/A	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			nary shares) <u>N/A</u>		(Note C)
				*	erred shares) $\frac{N/A}{N/A}$		(Note C)
Any other Agreements or Arrathan under Share Option Sche		e Shares	s of the Issue				
				issue	of new shares of r issued during	issuer whic	ch may be

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. <u>N/A</u>	4	
	_	
shares (Note 1)	N/A	N/A
2. N/A		
shares (Note 1)	⊢ _{N/A}	N/A
Shares (Note 1)	IV/A	- 1V/A
3. N/A		
	_	
shares (Note 1)	N/A	N/A
Shares (Note 1)	11/11	11/11
Total D. (Ordinary shares)	N/A	
(Preferred shares)	N/A	
(Other class)		
(Other class)	1 N /A	

	Two of Lowe	Issued Share Capital				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
	Type of Issue		Class of shares issuable				month
			(Note 1)				
1.	Rights issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			(ca min jjjj)			N/A	N/A
			Class of shares issuable				
		Q	(Note 1)	(/ /	`		
2.	Open offer	At price : State currency	Issue and allotment date: (dd/mm/yyyy)	(/ /	,		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			(dd/mm/yyyy)			N/A	N/A
			Class of shares issuable				
		State	(Note 1)	(/ /)		
3.	Placing	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 (Note 1)				
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			· • • • • • • • • • • • • • • • • • • •			N/A	N/A

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
				Class of shares issuable (Note 1)				
5.	Scrip dividend	At price :	State currency —	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
6.	Repurchase of shares			Class of shares Class "A" common repurchased (Note D)				
	Shares			Cancellation dates: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)			<u>N</u> /A	N/A
				Class of shares redeemed (Note 1)				
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
				Class of shares issuable (Note 1)				
8.	Consideration issue	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		

For Main Board and GEM listed issuers

N/A

				roi Maiii.	Doar	and GEWI 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 a close of the month
			Class of shares issuable (Note 1)				
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						N/A	N/A
			Class of shares issuable (Note 1)				
10.	Other (Please specify)	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
				Ordinary so Preferred so (Other	hares	s) N/A	
To	otal increase / (decre	ease) in ordinary shares durin	ng the month (i.e. Total of A to	E):	(1) N/A	
					(2	2) N/A	
To	otal increase / (decre	ease) in preferred shares duri	ng 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):

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

Remarks ((if	anv):
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Note A: As at 1 May 2013, our Pre-IPO Share Option Scheme had 83,900,293 stock options outstanding. During the month of May 2013, Nil stock options were exercised and 533,333 stock options were forfeited. As at 31 May 2013, our Pre-IPO Share Option Scheme had 83,366,960 stock options outstanding, of which stock options were 79,351,307 vested (400,000 stock options vested in the month of May 2013) and available for exercise into Class "A" common shares on a 1 for 1 basis.

Note B: As at 1 May 2013, our Post-IPO Share Option Scheme had 67,867,456 stock options outstanding. During the month of May 2013, 1,523,667 stock options were granted and accepted (including 450,000 stock options which were originally granted on December 2012) and 180,236 stock options were forfeited. As at 31 May 2013, our Post-IPO Share Option Scheme had 69,210,887 stock options outstanding, of which 12,786,240 stock options were vested (1,181,434 stock options vested in the month of May 2013) and available for exercise into Class "A" common shares on a 1 for 1 basis.

Note C: According to the conversion schedule disclosed in the audited financial statements for the year ended 31 December 2012 (note 12), the total Class "G" and Class "H" preferred shares were available at a conversion rate of 62% based on the vesting terms at May 31, 2013. During the month of May 2013, Nil vested Class "G" preferred shares were converted into Nil Class "A" common shares and Nil Class "G" preferred shares were forfeited. The ending balance of Class "G" and Class "H" preferred shares outstanding as at 31 May 2013 was 52,490,000 and 22,200,000, respectively, which if converted, would result in the issuance of a total of 46,307,800 Class "A" common shares (32,543,800 if converted from Class "G" preferred shares and 13,764,000 if converted from Class "H" preferred shares).
Submitted by:Al Stark
Title: Treasurer
(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.