

Balance at close of the month

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy):	31/07/2013		
To: Hong Kong Exchanges and Clear	ing Limited		
Name of Issuer Sunsh	ine Oilsands Ltd.		
Date Submitted 05/08/	2013		
I. Movements in Authorised Share Cap	pital		
1. Ordinary Shares			
(1) Stock code : <u>2012</u> Descr	ription: <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	2,883,585,686	value CAD\$ No par	Unlimited CAD\$
Increase/(decrease)	557,673	value CAD\$	Unlimited CAD\$
Balance at close of the month	2,884,143,359	No par value CAD\$	Unlimited CAD\$
(2) Stock code : N/A Descri	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

Stock code: <u>N/A</u> Descr	iption: <u>Class "G"</u>	'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\$ No par	Unlimited CAD\$
Increase/(decrease)	(100,000)	value CAD\$	N/A
Balance at close of the month	52,390,000	No par value CAD\$	Unlimited CAD\$
		' Preferred Sh	· · ·
	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\$ No par	Unlimited CAD\$
Increase/(decrease)	0	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 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	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 CAD\$	

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	2,883,585,686	N/A	74,690,000	N/A_
Increase/ (decrease) during the month	557,673	N/A	(100,000)	<u>N/A</u>
Balance at close of the month	2,884,143,359	<u>N/A</u>	74,590,000	N/A

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Share Options (unde	er Share Option	1 Schemes of the	(Issuer)			
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						
(00/00/2010)						
(09/09/2010)						
Class "A"		_		_		72,942,020
common shares	0	0	163,293	0	0	(Remarks: See Note
						<u>A)</u>
(Note 1)						
2. Post-IPO Share Option Scheme						
(26/01/2012)						
						69,013,301
Class "A"	0	0	95,450	0	0	(Remarks: See Note
common shares						B)
(Note 1)					-	
3. N/A						
(/ /)	37/4	37/4	37/4	NT / A	NT/ 4	NY/ 1
shares	N/A	N/A	N/A	N/A	N/A	N/A

		Tot Main Board and SEM listed issues
(Note 1)		
Total	l 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/A N/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/ASubscription price N/A EGM approval date (if applicable) (dd/mm/yyyy))N/A N/A N/AN/A N/A N/AN/AN/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	during the	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	A	- - -
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	(100,000)	52,390,000	0	32,481,800
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		12.51.000
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
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 amoun outstandi	t 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	N/A		-				
(if applicable) (dd/mm/yyyy)	(/ /)N/A					
4. N/A	(/ /)1\/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>) Subscription price	N/A N/A		-				
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)N/A	-				
_					nary shares) 62,		(Note C)
					erred shares) (10) Other class) N/A		(Note C)
Any other Agreements or Arra than under Share Option Sche		sue Share	s of the Issue				
1				I INO. 0	of new shares of	No. of new	snares of

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
Employee Share Savings Plan		
(07/05/2013)	_	
shares (Note D)	495,673	N/A
		-
2. <u>N/A</u>		
	_	
(/ /)		
shares (Note 1)	N/A	N/A
3. N/A		
3. 1771	<u> </u>	
	_	
shares (Note 1)	N/A	N/A
Total D. (Ordinary shares)	495,673	
(Preferred shares)	N/A	-
(Other class)	N/A	-
		•

Class of shares issuable Class of shares iss		Type of Issue	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
1. Rights issue		Type of issue		Class of shares issuable				
At price : currency								
Class of shares issuable N/A N	1.	Rights issue	At price : State currency ———		(/	/)		
Class of shares issuable					(/	/)		27/4
Class of shares issuable N/A N/A							N/A	<u>N/A</u>
2. Open offer At price: State currency Issue and allotment date: (dd/mm/yyyy)								
Class of shares issuable N/A N/A	2.	Open offer		Issue and allotment	(/	/)		
Class of shares issuable Class of shares iss					(/	/)		
State State Currency State State Currency State State Currency Currency State Currency Currency State Currency Currency State Cur							N/A	N/A
Class of shares issuable								
Class of shares issuable 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)	3.	Placing	At price.		(/	/)		
Class of shares issuable (Note 1) Issue and allotment					(/	/)		
4. Bonus issue Issue and allotment (/ /) date: (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)				· · · · · · · · · · · · · · · · · · ·			N/A	N/A
4. Bonus issue date: (dd/mm/yyyy) EGM approval date: (/ / /) (dd/mm/yyyy)								
(dd/mm/yyyy)	4.	Bonus issue			(/	/)		
<u>N/A</u> <u>N/A</u>					(/	/)		
							N/A	N/A

For Main Board and GEM listed issuers

	Type of Issue						issued during the month pursuant thereto	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 (<i>Note D</i>) Cancellation dates:				
				(dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)			N/A	<u>N/A</u>
7	P. Laureitan of			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)	(/ /)	N/A	N/A

		For Main Board and GEM listed issuers				
					No. of new shares of issuer issued during the	
					month pursuant thereto	may be issued pursuant thereto as at close of the
Type of Issue						month
		Class of shares issuable (Note 1)				
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)	?			
Other (Please specify)	At price : State currency	— Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Preferred s	share	es) N/A	
otal increase / (decre	ase) in ordinary shares during	g the month (i.e. Total of A to	E):		· ′	
	Other (Please specify)	Capital reorganisation Other (Please specify) At price: State currency	Class of shares issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) Other (Please specify) At price: State (Note 1) Issue and allotment date: (dd/mm/yyyy) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) Total E. (Class of shares issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) Class of shares issuable (/ / / / / / / / / / / / / / / / / / /	Class of shares issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) Class of shares issuable (///) (Note 1) Class of shares issuable (///) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (///) EGM approval date: (///) EGM approval date: (///) Total E. (Ordinary shares (Preferred share (Other class)) Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	Shares of issuer issued during the month pursuant thereto Class of shares issuable

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	557,673	
	(2)	N/A	
Total increase / (decrease) in preferred shares during the month (i.e. Total of A to E):		(100,000)	
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 July 2013, our Pre-IPO Share Option Scheme had 73,105,313 stock options outstanding. During the month of July 2013, Nil stock options were exercised and 163,293 stock options were forfeited. As at 31 July 2013, our Pre-IPO Share Option Scheme had 72,942,020 stock options outstanding, of which stock options were 70,174,680 vested (843,320 stock options vested in the month of July 2013) and available for exercise into Class "A" common shares on a 1 for 1 basis.

Note B: As at 1 July 2013, our Post-IPO Share Option Scheme had 69,108,751stock options outstanding. During the month of July 2013, Nil stock options were granted and 95,450 stock options were forfeited. As at 31 July 2013, our Post-IPO Share Option Scheme had 69,013,301 stock options outstanding, of which 21,372,253 stock options were vested (8,522,117 stock options vested in the month of July 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 July 31, 2013. During the month of July 2013, 100,000 vested Class "G" preferred shares were converted into 62,000 Class "A" common shares and Nil Class "H" preferred shares were converted into Class "A" common shares and Nil Class "H" preferred shares were forfeited during the month of July 2013. The ending balance of Class "G" and Class "H" preferred shares outstanding as at 31 July 2013 was 52,390,000 and 22,200,000, respectively, which if converted, would result in the issuance of a total of 46,245,800 Class "A" common shares (32,481,800 if converted from Class "G" preferred shares and 13,764,000 if converted from Class "H" preferred shares).

General Meetin Class "A" Com the Plan) throug rewarding emplemployees have support the ac contributions to	rpose of the Employee Share Saving Plan (the "Plan") approved at the Company's Annual g on May 7, 2013, is to provide an opportunity for employees of the Company to purchase mon Shares ("Shares") from the Company's treasury at the Market Price (as defined by gh voluntary automatic payroll deductions, thereby attracting, retaining, encouraging and loyees to use their combined best efforts on behalf of the Company and to ensure that a share in the increased profitability and value of the Company. The Company will equisition of Shares by employees pursuant to the Plan through matching employee to the Plan within certain limits defined by the Plan. Contributions by employees and the made for the purchase of Shares on a regular basis.
Submitted by:	Al Stark
TT' d	
	Treasurer r, Secretary or other duly authorised officer)
(Director	i, Secretary or other dury 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.*