

Balance at close of the month

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy):	30/09/2013		
To: Hong Kong Exchanges and Clear	ing Limited		
Name of Issuer Sunsh	ine Oilsands Ltd.		
Date Submitted 07/10	/2013		
I. Movements in Authorised Share Cap	pital		
1. Ordinary Shares			
(1) Stock code : <u>2012</u> Desc	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	2,884,614,674	value CAD\$ No par	Unlimited CAD\$
Increase/(decrease)	434,193	value CAD\$	Unlimited CAD\$
Balance at close of the month	2,885,048,867	No par value CAD\$	Unlimited CAD\$
(2) Stock code : N/A Desc	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: <u>N/A</u> Descr	ription: 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	52,390,000	value CAD\$	Unlimited CAD\$
Increase/(decrease)	0	No par value CAD\$	N/A
Balance at close of the month	52,390,000	No par value CAD\$	Unlimited CAD\$
Stock code: N/A Descr	iption: <u>Class "H"</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	22,200,000	value CAD\$ No par	Unlimited CADS
Increase/(decrease)	0	value CAD\$	N/A
Balance at close of the month	22,200,000	No par value CAD\$	Unlimited CADS
3. Other Classes of Shares			
Stock code: N/A Descr	ription: 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

Unlimited CAD\$

Total authorised share capital at the end of the month (State

currency):

II. Movements in Issued Share Capital

	No. of ordinary shares		No. of preferred shares	
	(4) 61 ((4)		Class "G" and	
	(1) – Class "A"		"H" preferred	No. of other classes
	common shares	(2)	shares	of shares
Balance at close of preceding month	2,884,614,674	N/A	74,590,000	N/A
Increase/ (decrease) during the month	434,193	N/A	0	<u>N/A</u>
Balance at close of the month	2,885,048,867	N/A	74,590,000	N/A

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Snare Options (unde	er Share Option	i schemes of the	188uci)			
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)						
						72,825,686
Class "A"	0	0	116,334	0	0	(Remarks: See Note
common shares	O	O .	110,551	O	O .	A)
(<i>Note 1</i>)	-		-	· -		11)
(Ivole 1)						
2 D . IDO						
2. Post-IPO						
Share Option						
Scheme						
(2.1/0.1/2.0.1.2)						
(26/01/2012)						
Class "A"						67,076,951
common shares	0	0	1,524,069	0	0	(Remarks: See Note
Common shares						B)
(Note 1)						
, ,						
3. N/A						
3.11/11						
(/ /)						
shares	N/A	N/A	N/A	N/A	N/A	N/A
L						

		1 of frame Board and Object hotels
(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	

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	Warrants to Issue Shares of the Is	ssuer which are	to be Listed				
N/A	Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal	Nominal value a close of	during the	at close of the	shares of issuer issued during the month pursuant	shares of issuer which may be issued pursuant thereto as at close of the
Company Comp	1. N/A	=					
Company Comp		N/A	N/A	N/A	N/A	N/A	N/A
Class of shares issuable (Note I) N/A N/	(/ /)	_				-	
issuable (Note 1)		N/	A	_			
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)		27/					
EGM approval date (if applicable) (dd/mm/yyyy)				=			
(if applicable) (dd/mm/yyyy) 2. N/A N/A N/A N/A N/A N/A N/A N/A		N/	A	_			
Class of shares Subscription price N/A N							
N/A		(/ /)N/A	_			
Stock code (if listed)	2. N/A	_					
Stock code (if listed)		_					
Stock code (if listed)		<u>N/A</u>	N/A	N/A	N/A	N/A	N/A
Class of shares issuable (Note 1)	,	N/	Δ				
issuable (Note 1)		14/	Α	_			
EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A N/A N/A N/A N/A N/A N/A N/A		N/	A	_			
(if applicable) (dd/mm/yyyy) 3. N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A		N/	A	_			
(dd/mm/yyyy) (/ /)N/A 3. N/A							
N/A		(/ /)N/A				
Stock code (if listed)		, , ,	<i>/</i>	=			
Stock code (if listed)		_					
Stock code (if listed) N/A Class of shares issuable (Note 1) N/A Subscription price 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	N/A
Class of shares issuable (Note 1)							
issuable (Note 1)		N/	A	_			
Subscription price		N/	A				
(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 N/A<				_			
(dd/mm/yyyy) (/ /)N/A 4. 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				=			
4. N/A N/A N/		(/ /	NT/A				
N/A		(/ /	JIN/A	_			
(/ /) Stock code (if listed) N/A Class of shares issuable (Note 1) N/A	T. 17/11	_					
(/ /) Stock code (if listed) N/A Class of shares issuable (Note 1) N/A		N/A	N/A	N/A	N/A	N/A	N/A
Class of shares issuable (Note 1) N/A	(/ /)	_	 -		· 	•	
issuable (Note 1) N/A		N/	A	_			
· · · · · · · · · · · · · · · · · · ·		NT/	Α.				
				_			

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	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 share (Note C)	es					
(11000 0)						
	 N/A	52,390,000	0	52,390,000	0	40,864,200
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" comm shares \$0.0005 per Class preferred share	non "G" e				
	<u> </u>					.=
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	17,316,000
	 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 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
Subscription price	N/A	monu	monui	month		
EGM approval date (if applicable) (dd/mm/yyyy) 4. N/A	(/ /)N/	Α				
Stock code (if listed)		N/A	N/A	<u>N/A</u>	N/A	N/A
Class of shares issuable (Note 1)	N/A					
Subscription price EGM approval date (if applicable)	N/A					
(dd/mm/yyyy)	(/ /)N/		(Prefe	nary shares) N/A	A	(Note C)
			(Other class) N/A	A	-
Any other Agreements or Arra	angements to Issue	Shares of the Issue	er which are to	be Listed, include	ding Options (o	ther

than under Share Option Schemes)

than under Share Option Schemes)		
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: 1. Employee Share Savings Plan	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
I. Employee Share Savings Flair		
(07/05/2013)		
shares (Note D)		N/A
2. N/A		
11/11	-	
	-	
(/ /)		
shares (Note 1)	N/A	N/A
2 N/A		
3. <u>N/A</u>	-	
	-	
(/ /)		
shares (Note 1)	N/A	N/A
Tatal D. (O.1' and Jame)	424 102	
Total D. (Ordinary shares)	434,193	
(Preferred shares)	N/A	•
(Other class)	N/A	•
		-

	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
	-yp		Class of shares issuable				
			(Note 1)				
1.	Rights issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
						IV/A	IV/A
			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)	(/ /)		
			(,,,,,,,,			N/A	N/A
			Class of shares issuable (Note 1)				
3.	Placing	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			(44 111111)))))			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) Cancellation dates: (dd/mm/yyyy)				
				EGM approval date: (dd/mm/yyyy)			<u>N/A</u>	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)	(/ /)	N/A	N/A

				For Main 1	Boai	d and GEM listed	issuers
						No. of new shares of issuer issued during the	No. of new shares of issuer which
	The CV					month pursuant thereto	may be issued pursuant thereto as at close of the month
	Type of Issue						month
			Class of shares issuable (Note 1)	e			
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)	e			
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 s Preferred s (Other	hare		
To	otal increase / (decre	ase) in ordinary shares during	g the month (i.e. Total of A to			(1) 434,193	
	, , , , ,	, , , , , , , , , , , , , , , , , , ,	` ` ` ` ` ` ` ` ` ` ` ` ` ` ` ` ` ` ` `	,		N/A	

Total increase / (decrease) in ordinary shares during the mo	onth (i.e. Total of A to E): (1) (2)	434,193 N/A
Total increase / (decrease) in preferred shares during the mo	onth (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 September 2013, our Pre-IPO Share Option Scheme had 72,942,020 stock options outstanding. During the month of September 2013, Nil stock options were exercised and 116,334 stock options were forfeited. As at 30 September 2013, our Pre-IPO Share Option Scheme had 72,825,686 stock options outstanding, of which 71,585,686 stock options were vested (1,161,006 stock options vested in the month of September 2013) and available for exercise into Class "A" common shares on a 1 for 1 basis.

Note B: As at 1 September 2013, our Post-IPO Share Option Scheme had 68,601,020 stock options outstanding. During the month of September 2013, Nil stock options were granted and 1,524,069 stock options were forfeited. As at 30 September 2013, our Post-IPO Share Option Scheme had 67,076,951 stock options outstanding, of which 21,082,962 stock options were vested (310,957 vested stock options were forfeited in the month of September 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 78% based on the vesting terms at 30 September 2013. During the month of September 2013, Nil vested Class "G" preferred shares were converted into Nil 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 September 2013. The ending balance of Class "G" and Class "H" preferred shares outstanding as at 30 September 2013 was 52,390,000 and 22,200,000, respectively, which if converted, would result in the issuance of a total of 58,180,200 Class "A" common shares (40,864,200 if converted from Class "G" preferred shares and 17,316,000 if converted from Class "H" preferred shares).

Note D: The purpose of the Employee Share Saving Plan (the "Plan") approved at the Company's Annual

General Meeting on May 7, 2013, is to provide an opportunity for employees of the Company to purchase Class "A" Common Shares ("Shares") from the Company's treasury at the Market Price (as defined by the Plan) through voluntary automatic payroll deductions, thereby attracting, retaining, encouraging and rewarding employees to use their combined best efforts on behalf of the Company and to ensure that employees have a share in the increased profitability and value of the Company. The Company will support the acquisition of Shares by employees pursuant to the Plan through matching employee contributions to the Plan within certain limits defined by the Plan. Contributions by employees and the Company will be made for the purchase of Shares on a regular basis. On 30 September 2013, 434,193 new Shares were issued pursuant to the Plan.
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.*