

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :	31/10/2013

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Sunshine Oilsands Ltd.
Date Submitted	07/11/2013

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>2012</u> Descri	ption : <u>Class "A'</u>	' Common Sh	nares
	No. of ordinary shares	Par value (State currency) No par value	Authorised share capital (<i>State currency</i>) Unlimited
Balance at close of preceding month	2,885,048,867	CAD\$	CAD\$
Increase/(decrease)	410,341	No par value CAD\$	Unlimited CAD\$
Balance at close of the month	2,885,459,208	No par value CAD\$	Unlimited CAD\$
(2) Stock code : <u>N/A</u> Descri	ption : <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>	N/A	<u>N/A</u>

2. Preference	Shares
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Stock code : <u>N/A</u> Descr	iption : <u>Class "G</u>	' Preferred Sha	ures
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	52,390,000	No par value CAD\$	Unlimited CAD\$
Increase/(decrease)	0	No par value CAD\$	N/A
		No par value	Unlimited
Balance at close of the month	52,390,000	CAD\$	CAD\$
Stock code : <u>N/A</u> Descr	iption : <u>Class "H</u> "	'Preferred Sha	ires
	No. of preference shares	Par value (<i>State</i> <i>currency</i>) No par	Authorised share capital (State currency)
Balance at close of preceding month	22,200,000	value CAD\$	Unlimited CADS
Increase/(decrease)	0	No par 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 : $\underline{N/A}$ Descr	ription : <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</u> /A
Increase/(decrease)	<u>N/A</u>	N/A	<u>N/A</u>
Balance at close of the month	<u>N/A</u>	N/A	<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 Class "G" and		
	(1) – Class "A" common shares	(2)		No. of other classes of shares	
Balance at close of preceding month	2,885,048,867	N/A	74,590,000	N/A	
Increase/ (decrease) during the month	410,341	N/A	0	N/A	
Balance at close of the month	2,885,459,208	<u>N/A</u>	74,590,000	N/A	

III. Details of Movements in Issued Share Capital

Share Options (unde		ii Schemes of the	(Issuel)			
Particulars of share					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 du	ring 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)						
(09/09/2010)						72 025 606
Class "A"	0	0	0	0	0	72,825,686
common shares	0	0	0	0	0	(Remarks: See Note
						<u>A)</u>
(<i>Note</i> 1)						
2. Post-IPO						
Share Option						
Scheme						
(26/01/2012)						
(20/01/2012)						64 605 050
Class "A"	0	0	a 111 001	0	0	64,605,950
common shares	0	0	2,471,001	0	0	(Remarks: See Note
						B)
(<i>Note</i> 1)						
3. N/A						
(/ /)						
shares	N/A	N/A	N/A	N/A	N/A	N/A
Shareb		- 1/ 4 4		- 1/		

(Note 1)

For Main Board and GEM listed issuers

Total A	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/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/A (2. 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/A (3. 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/A N/A 4. N/A N/A N/A N/A N/A N/A / (/) Stock code (if listed) N/A Class of shares N/A issuable (Note 1) N/A Subscription price

				For Main Board	and GEM liste	d issuers
					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		
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)N/A				
		Total	B. (Ordi	nary shares) <u>N/A</u>	L	_
			(Prefe	erred shares) N/A	L.	
			(Other class) N/A		-
				· · · ·		-

Convertibles (i.e. Convertible	into Shares of the l	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	52,390,000	0	52,390,000	0	40,864,200
Stock code (if listed)	N/A					
Class of shares	Class "A" comm	non				
issuable (Note 1)	shares					
	\$0.0005 per Class					
Subscription price	preferred share	e				
EGM approval date (if applicable) (dd/mm/yyyy)) 2. Class "H" preferred share (Note C)	(/ /)N/ es	Ά				
	N/A	22,200,000	0	22,200,000	0	17,316,000
Stock code (if listed)	$\frac{1N/A}{N/A}$	22,200,000	0	22,200,000	0	17,510,000
Class of shares issuable (<i>Note 1</i>)	Class "A" comm share	ion				
	\$0.0005 per Class	"H"				
Subscription price	preferred share	e				
EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A	(/ /)N/	<u>'A</u>				
	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					

				For Main Board	l and GEM liste	d issuers
Class and description	Currency o amount outstandin	of Amount at clos of preceding g month	Converted/ e 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	8				
EGM approval date (if applicable) (dd/mm/yyyy) 4. N/A	(/ /)	N/A				
Stock code (if listed)	<u></u> <u>N/A</u> <u></u>	N/A	N/A	N/A	N/A	N/A
Class of shares						
issuable (Note 1)	N/A					
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	N/A	 N/A				
	,		(Prefe	inary shares) $N/2$ erred shares) $N/2$ (Other class) $N/2$	A	(Note C) (Note C)

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. Employee Share Savings Plan		
	-	
(07 /05 /2013)	4	
shares (Note D)	410,341	N/A
2. N/A		
]	
shares (Note 1)	N/A	N/A
3. N/A		
5. <u>1971</u>	-	
shares (Note 1)	N/A	N/A
Total D. (Ordinary shares)	410,341	
(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
			Class of shares issuable (N_{char}, I)				
1.	Rights issue	At price : State	(<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		currency	EGM approval date: (dd/mm/yyyy)	(/ /)		
						<u>N/A</u>	<u>N/A</u>
			Class of shares issuable (Note 1)				
2.	Open offer	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						<u>N/A</u>	<u>N/A</u>
			Class of shares issuable (Note 1)				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	NT/A	
						<u>N/A</u>	<u>N/A</u>
			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

	Type of Issue			F	For Main 1	Boar	d and GEM listed No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of
				Class of shares issuable (<i>Note 1</i>)				
5.	Scrip dividend	At price :	State currency —	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	<u>N/A</u>	N/A	
6.	Repurchase of			Class of shares Class "A" common repurchased (<i>Note D</i>)				
0.	shares		Cancellation dates : (dd/mm/yyyy)					
				EGM approval date: (dd/mm/yyyy)			<u>N/A</u>	<u>N/A</u>
				Class of shares redeemed (<i>Note 1</i>)				
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N7/4	
							<u>N/A</u>	<u>N/A</u>
				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)	(/ /)		
							<u>N/A</u>	<u>N/A</u>

No. of new shares of issuer issued during the month pursuant thereto Type of Issue Class of shares issuable (Note 1) 9. Capital reorganisation Issue and allotment (///) date : (dd/mm/yyyy) EGM approval date: (///) (N/A	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation Class of shares issuable (///) 9. Capital reorganisation Issue and allotment (///) Issue and allotment (///) EGM approval date: (///) (dd/mm/yyyy) Issue and allotment (///)	
reorganisation date : (dd/mm/yyyy) EGM approval date: (//) (dd/mm/yyyy)	
(dd/mm/yyyy)	
	<u>N/A</u>
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) <u>N/A</u>	<u>N/A</u>
Total E. (Ordinary shares) N/A (Preferred shares) N/A (Other class) N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	410,341
	(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 Issue	ied Sh	are Capital").)

Remarks (if any):

Note A: As at 1 October 2013, our Pre-IPO Share Option Scheme had 72,825,686 stock options outstanding. During the month of October 2013, Nil stock options were exercised and Nil stock options were forfeited. As at 31 October 2013, our Pre-IPO Share Option Scheme had 72,825,686 stock options outstanding, of which 71,899,020 stock options were vested (313,334 stock options vested in the month of October 2013) and available for exercise into Class "A" common shares on a 1 for 1 basis.

Note B: As at 1 October 2013, our Post-IPO Share Option Scheme had 67,076,951 stock options outstanding. During the month of October 2013, Nil stock options were granted and 2,471,001 stock options were forfeited. As at 31 October 2013, our Post-IPO Share Option Scheme had 64,605,950 stock options outstanding, of which 21,082,962 stock options were vested (Nil vested stock options were forfeited in the month of October 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 31 October 2013. During the month of October 2013, Nil vested Class "G" preferred shares were converted into Nil Class "A" common shares and Nil Class "G" preferred shares were forfeited. Nil Class "H" preferred shares were converted into Class "A" common shares and Nil Class "H" preferred shares were forfeited during the month of October 2013. The ending balance of Class "G" and Class "H" preferred shares outstanding as at 31 October 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 Savings 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 31 October 2013, 410,341 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.*