

INFORMATION ABOUT THE GLOBAL OFFERING

GLOBAL OFFERING

Issuer	Sunshine Oilsands Ltd.
The Offering	Global Offering of initially 923,299,500 Shares (excluding the Shares to be offered pursuant to the exercise of the Over-Allotment Option) comprising (i) the Hong Kong Public Offering of initially 92,330,000 Shares (subject to reallocation) and (ii) the International Offering of initially 830,969,500 Shares (subject to reallocation and excluding the Shares to be offered pursuant to the Over-Allotment Option). We are initially offering 923,299,500 new Shares pursuant to the Global Offering. If the Over-Allotment Option is exercised in full, we will issue up to 1,061,794,500 new Shares pursuant to the Global Offering.
Offer price range	HK\$4.86 to HK\$5.08
Share borrowing arrangements in connection with settlement	The Stabilising Manager, or any person acting for it, may borrow from Orient up to 138,495,000 Shares.
Over-Allotment Option	Up to 138,495,000 additional Shares to be offered pursuant to the Over-Allotment Option.
Issued Shares of our Company after completion of the Global Offering	2,840,921,435 (including the Orient Shares and excluding the Excluded Shares)
Lock-up undertakings by certain Shareholders	Please refer to the section entitled “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering” in this Prospectus.
Resale restrictions under Canadian law	Please refer to the section entitled “— Global Offering — Canadian Securities Law Restrictions and Steps to Enforce Resale Restriction” below.
Dividend policy	The Shares will rank in full for all dividends or other distributions declared, made or paid on the Shares in respect of a record date which falls after the date of this Prospectus. There can be no assurance that in any given year a dividend will be proposed or declared. Please refer to the sections entitled “Summary of the Articles and By-Laws of our Company, Certain Alberta laws and Canadian Federal Laws and Shareholder Protection Matters” in Appendix V to this Prospectus and “Financial Information — Dividend Policy” in this Prospectus.
Voting rights	Each Share entitles its holder to one vote at a shareholders’ meeting of our Company. Please refer to the section entitled “Summary of the Articles and By-Laws of our Company, Certain Alberta laws and Canadian Federal Laws and Shareholder Protection Matters” in Appendix V to this Prospectus.

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Stamp Duty

Dealings in the Shares registered in our Hong Kong register of members will be subject to Hong Kong stamp duty. The current ad valorem rate of Hong Kong stamp duty is 0.1% on the higher of the consideration for or the market value of the Shares and it is charged on the purchaser on every purchase and on the seller on every sale of the Shares. In other words, a total stamp duty of 0.2% is currently payable on a typical sale and purchase transaction involving the Shares.

Application for listing on the Hong Kong Stock Exchange

We have applied to the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in, our Shares in issue and to be issued, including (i) the Offer Shares to be issued pursuant to the Global Offering; (ii) any Shares to be issued pursuant to the exercise of any Share options under the Share Option Schemes; (iii) the Orient Shares; and (iv) any Shares which may be issued upon conversion of Class G Shares and Class H Shares pursuant to the vesting schedule as agreed between our Company and the respective shareholders of Class G Shares and Class H Shares. No part of the share capital of our Company is listed on or dealt in on any other stock exchange nor is there, at present, any proposal to do so.

Restrictions on the offer of the Offer Shares

No action has been taken to permit a public offering of the Offer Shares or the general distribution of this Prospectus and/or the Application Forms in any jurisdiction other than Hong Kong. The distribution of this Prospectus and the offering of the Offer Shares in other jurisdictions are subject to restrictions and may not occur except as permitted under the applicable securities laws of such jurisdictions and pursuant to registration with or authorisation by the relevant securities regulatory authorities or an exemption therefrom.

Each person acquiring the Hong Kong Offer Shares under the Hong Kong Public Offering will be required to, or be deemed by his acquisition of Offer Shares to, confirm that he is aware of the restrictions on offers of the Offer Shares described in this Prospectus.

Global Offering Statistics

	Based on an Offer Price of HK\$4.86	Based on an Offer Price of HK\$5.08
Market capitalisation of our Shares ⁽¹⁾	HK\$13,806.9 million	HK\$14,431.9 million

Notes:

(1) The calculation of market capitalisation is based on 2,840,921,435 Shares expected to be in issue immediately following completion of the Global Offering, including the Orient Shares and excluding the Excluded Shares.

Canadian Securities Law Restrictions and Steps to Enforce Resale Restriction

All of our Common Shares that are issued and outstanding prior to the Listing (the “**Pre-IPO Shares**”) were issued by us in reliance upon exemptions from the prospectus and registration requirements under Alberta securities laws and the securities laws of the other provinces of Canada and other jurisdictions in which Common Shares were placed. Under Alberta securities laws, resales by purchasers who purchased Common Shares under Alberta private placement exemptions are deemed to be “distributions”, and therefore the resale itself is required to be qualified by a prospectus or be completed pursuant to a prospectus exemption. To ensure compliance with these requirements under the applicable Canadian securities laws, the share certificates issued in the private placements by our Company prior to the Listing (save for some limited exceptions) include a legend with respect to this resale restriction (the “**Legend**”). The form of share certificates issued in these prior private placements are of a type customary for a Canadian private company and are different in form than the form of certificate that we will use upon the effectiveness of the Listing. Save for a number of Shareholders who hold approximately 50.54% of all of the Common Shares of our Company as at the Latest Practicable Date, none of the holders of the Pre-IPO Shares are subject to any contractual lock-up restricting them from selling their Shares following the Listing.

This regulatory resale restriction will remain in place for four months after we become a “reporting issuer” (i.e. a public reporting company) in Canada (unless we become a reporting issuer as a result of filing a prospectus with a Canadian securities regulator, in which case the resale restriction would cease immediately upon us becoming a reporting issuer). We will not automatically become a reporting issuer in Canada on the Listing Date. Instead, we will apply to become a reporting issuer in Canada by way of an application to the ASC, to have us deemed to be a reporting issuer or, alternatively, through the filing and clearing with the ASC of a prospectus. The Joint Global Coordinators have advised that it is important in the context of the Global Offering to provide restrictions on trading of all Pre-IPO Shares for a period of six months following the Listing. We have undertaken to the ASC that we will make an application to be deemed to be a reporting issuer within one month after the Listing Date, on the understanding that the earliest date on which the ASC would grant an order deeming us to be a reporting issuer would be the date that is two months after the Listing Date. This is expected to result in restrictions on trading of all Pre-IPO Shares for approximately six months following the Listing (the “**Restricted Period**”) (save for certain limited trading of the Pre-IPO Shares permitted in Canada on an exempt basis under Alberta securities laws, as described below). In addition, any Class G Share or Class H Share issued prior to the Listing Date and converted into Common Shares during the Restricted Period will be subject to the same resale restrictions as are applicable to the Pre-IPO Shares.

The other rights that attach to the Pre-IPO Shares, such as the right to vote or the right to distributions or dividends, are not affected during the Restricted Period.

As an Alberta corporation, we are subject to Alberta and Canadian securities laws. To ensure that the above resale restrictions are effective under Alberta securities laws, we plan to take the following steps to ensure that the Pre-IPO Shares cannot be traded, other than in exempt transactions, until the end of the Restricted Period will have expired, upon which the resale restriction, and the Legend attaching to the share certificates for the Pre-IPO Shares (“**Old Share Certificates**”) will no longer apply:

- (a) We will instruct our Principal Share Registrar and Hong Kong Share Registrar to ensure that all Pre-IPO Shares will remain on the Principal Share Register and will not be entered onto the Hong Kong Share Register until the Restricted Period has lapsed.

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- (b) On the basis that we will become a “reporting issuer” in Canada approximately two months after the Listing Date, the holders of the Pre-IPO Shares will not be issued the new share certificates (“**New Share Certificates**”) until the Restricted Period has lapsed. The New Share Certificates, when issued, will be in the same form as the share certificates for the Common Shares to be issued upon Listing and the Pre-IPO Shares will be eligible to be traded on the Stock Exchange.
- (c) At the end of the Restricted Period, we will send holders of the Pre-IPO Shares a letter of transmittal requesting the return of the Old Share Certificates to the Principal Share Registrar for safekeeping or destruction. Upon the issue of any New Share Certificates to holders of Pre-IPO Shares following the expiry of the Restricted Period, the Principal Share Registrar will mark the Old Share Certificates for such Pre-IPO Shares as cancelled on the Principal Share Register.

Notwithstanding the foregoing, holders of Pre-IPO Shares will be able to transfer such shares pursuant to transactions that are exempt from the prospectus requirements of Canadian securities laws. Common examples of exempt transactions include a sale by a Pre-IPO Share holder to a purchaser who meets certain financial criteria, or in a transaction whose value exceeds C\$150,000.

In the event that a holder of Pre-IPO Shares intends to execute an exempt transfer, we and our Principal Share Registrar will require reasonable evidence that the transaction is being made on an exempt basis before we authorise a transfer to be registered, and will not permit a transfer which may result in such Pre-IPO Shares being traded on the Stock Exchange. Share certificates representing any Pre-IPO Shares that are transferred in an exempt transaction will continue to bear the Legend, as described above.

We intend to follow the procedures described above for all holders of Pre-IPO Shares including those held by Shareholders outside Canada. There is a slight possibility that a Shareholder outside Canada that holds Pre-IPO Shares subject to the resale restrictions (including a Shareholder who acquired Shares pursuant to an exempt resale) may attempt to sell its Pre-IPO Shares to a non-Canadian purchaser on a non-exempt basis within the Restricted Period. Such a holder might take the view that Canadian securities law resale restrictions do not apply to such a transaction, or that the Canadian securities regulators do not have jurisdiction to regulate such transfers. This could lead to a dispute or potentially litigation in Alberta or elsewhere requiring us to register a transfer on a non-exempt basis, or which may result in us paying damages to such a holder to compensate them for their inability to sell their Pre-IPO Shares during the Restricted Period. Although we believe that the likelihood of any such a dispute is low and that the risk of a court finding in favour of such a holder is even lower, there remains a small risk that a court require us to permit such transfers to be made. Of the 1,904,055,540 Pre-IPO Shares that are issued and outstanding prior to the Listing, approximately 108,557,560 Pre-IPO Shares are held by non-Canadian shareholders who have not signed contractual lock-up agreements and, as such, may potentially have the right to bring an action, as noted above, in the event that they wish to pursue a non-exempt transfer during the Restricted Period.

We have provided equivalent disclosure in respect of the resale restrictions attaching to the Pre-IPO Shares, as well as a description of the above steps, in our Information Circular for our Annual and Special Meeting held on 26 January 2012. The Information Circular was dispatched to all holders of

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the Pre-IPO Shares, and therefore reminded all such holders of the resale restriction attaching to their Pre-IPO Shares during the Restricted Period and fully informed them of the above steps. No questions or concerns were raised by any holders of the Pre-IPO Shares at the Annual and Special Meeting, and, as at the Latest Practicable Date, no questions or concerns have been raised with our Company since the date of the Annual and Special Meeting.