阳光油砂
SUNSHINE OILSANDS LTD.

2023 ANNUAL REPORT

SUNSHINE OILSANDS LTD.
陽光油砂有限公司*

(a corporation incorporated under the Business Corporations Act of the Province of Alberta, Canada with limited liability)

(HKEX : 2012)

*For identification purpose only

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SUMMARY OF AUDITED FINANCIAL FIGURES

As at and for the year ended December 31	2023	2022	2021	2020	2019
	($000s)	*($000s)*	*($000s)*	*($000s)*	*($000s)*
					(Restated)
Cash and cash equivalents	527	542	312	838	1,254
Current restricted cash and cash equivalents	—	—	—	—	—
Non-current restricted cash and cash equivalents	—	—	—	—	—
Exploration and evaluation assets	237,971	235,044	255,696	256,195	253,144
Property, plant and equipment	481,384	485,222	477,624	481,825	479,055
Total liabilities	654,885	637,710	579,357	596,240	601,773
Shareholders' equity	91,047	110,009	176,367	165,420	158,885
Net (loss) / profit	(19,626)	(65,705)	1,122	1,983	(97,585)
Net (loss) / profit per share *(CAD Cents per basic and diluted share)*	(7.94)	(26.86)	0.69	1.72	(1.57)

Note

(1) The Company implemented a Share Consolidation on the basis that every fifty (50) Existing Shares be consolidated into one (1) Consolidated Share, effective on February 26, 2020 (Hong Kong time)

MESSAGE TO SHAREHOLDERS

For the three and twelve months ended December 31, 2023, the Company's average bitumen production was 1,604.4 bbls/day and 946.1 bbls/day respectively. The bitumen is blended with diluent as part of the production process to create the marketable "Dilbit" blend product. The average dilbit sales volume was 1,847.7 bbls/day and 1,152.8 bbls/day for the three and twelve months ended December 31, 2023.

Summary of Financial Figures

As at December 31, 2023 and December 31, 2022, the Corporation notes the following selected financial figures.

(Canadian $000s)	**December 31, 2023**	December 31, 2022
Cash and cash equivalents	527	542
Trade and other receivables	8,018	8,330
Exploration and evaluation assets	237,971	235,044
Property, plant and equipment	481,384	485,222
Total liabilities	654,885	637,710
Shareholders' equity	91,047	110,009

Operating Netback

($ thousands, except $/bbl)		**For the three months ended December 31, 2023**		2022		**For the twelve months ended December 31, 2023**		2022
Realized bitumen revenue	$	6,892	$	3,679	$	17,775	$	8,645
Transportation		(3,436)		(2,050)		(9,531)		(3,926)
Royalties		(373)		(266)		(682)		(962)
Net bitumen revenues	$	3,083	$	1,363	$	7,562	$	3,757
Operating costs		(4,528)		(6,506)		(17,068)		(18,942)
Operating cash flow[1]	$	(1,445)	$	(5,143)	$	(9,506)	$	(15,185)
Operating netback ($ / bbl)		(8.50)		(55.50)		(22.59)		(80.52)

1. Operating cash flow is a non-GAAP measure which is defined in the Advisory section of this MD&A.

For the three months ended December 31, 2023, operating cash flow was a net loss of $1.4 million compared to a net loss of $5.1 million for the same period in 2022. The decrease in operating cash flow deficiency for the three months ended December 31, 2023 was primarily due to increase in bitumen sales volume and lower operating costs, partially offset by higher transportation and royalty expenses in Q4 2023. On a per barrel basis, operating netback loss decreased by $47.00/bbl to a loss of $8.50/bbl from a loss of $55.50/bbl for the three months ended December 31, 2022. The factors that contributed to the decrease in netback loss per barrel are lower operating costs, lower diluent and transportation expenses, and lower royalty charges per barrel.

For the twelve months ended December 31, 2023, operating cash flow was a net loss of $9.5 million compared to a net loss of $15.2 million for the same period in 2022. The decrease in operating cash flow deficiency for the twelve months ended December 31, 2023 was primarily due to increase in bitumen sales volume as a result of full resumption of production in 2023, lower operating and royalty expenses, partially offset by higher transportation costs. On a per barrel basis, operating netback loss decreased by $57.93/bbl to a loss of $22.59/bbl from a loss of $80.52/bbl for the year ended December 31, 2022 primarily due to lower operating costs, and lower diluent and royalty expenses per barrel.

Reserves and Resources

Reserves and resources evaluations, dated December 31, 2023, were completed by independent evaluators, GLJ Ltd ("**GLJ**") and Boury Global Energy Consultants Ltd ("**Boury**").

For the 2023 year end GLJ and Boury evaluation reports, the operating cost was lower than in the previous year evaluation due to:

- a successful chemical trial we performed that resulted in lower cost for bitumen and water treating,
- improved performance at West Ells which resulted in lower predicted steam to oil ratio which translates into less fuel gas usage to make steam and
- increasing oil cut which resulted in less cost to treat produced water.

Based on the evaluation, Sunshine has approximately 0.91 billion barrels of risked best estimate contingent resources.

Sunshine is actively investigating the opportunity of reducing the cost of transporting dilbit to a rail or pipeline terminal that is closer to our site. As a result, during the month of December 2023 Sunshine entered negotiation with Tidal Energy to deliver our dilbit to their Cheecham terminal which is much closer than Hardisty terminal and would substantially reduce our transportation cost for both dilbit and diluent. As a result, Sunshine has started delivering the dilbit to Cheecham terminal in February 2024.

2024 Outlook

Sunshine will continue to focus on cost controls and carefully monitor developments in crude oil markets. As at the date hereof, the Corporation's West Ells project has fully resumed production. The Corporation will continue to work with its joint venture partner for re-activation of the Muskwa and Godin Area activities.

Acknowledgements

We would like to thank our Board of Directors, our staff and our stakeholders for their continuing support in advancing our corporate initiatives during a challenging commodity price cycle. At the same time, we are continuing with efforts to secure capital to support existing operations and to fund our Phase II expansion plans in West Ells and in our other project areas.

"Kwok Ping Sun "
Chairman of the Board

"Gloria Ho "
Executive Director, CFO

DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE CHAIRMAN AND DIRECTOR

Mr. Kwok Ping Sun ("**Mr. Sun**"), aged 59, is an Executive Chairman and Executive Director appointed by the Board on June 28, 2015. He was appointed as a Non-Executive Director by the Board on May 27, 2015. Mr. Sun is the founder of Nobao Renewable Energy Holdings Limited ("Nobao") and has served as the Chairman of the Board, Director and Chief Executive Officer of Nobao since its inception in 2007. Prior to founding Nobao, Mr. Sun was the General Manager of Shanghai Nobao Electric Appliance Co., Ltd from 2005 to 2007. In 2003, Mr. Sun started his own research and development with respect to ground source heat pump (GSHP) systems and gained over 10 years of experience in this area. From 1999 to 2002, Mr. Sun served as the General Manager of Dynamic Co., Ltd of Denmark and was responsible for developing wind power projects in China in cooperation with Chinese local companies. From 1994 to 1998, Mr. Sun was the Chief Executive Officer of Wu Fong Investment Co., Ltd of Denmark. Between 1983 and 1990, Mr. Sun worked as an Official of the customs department, the publicity department and the foreign trade bureau of the City Government of Zhangjiagang, Jiangsu Province, People's Republic of China. Mr. Sun has over 20 years of experience in automated control systems through his experiences described above as well as his experience as the General Manager of Jiangsu Zhongwang Electronics Co., Ltd. between 1990 and 1993 and as an Engineer of Zhangjiagang Radio Factory between 1979 and 1982. Mr. Sun graduated from Suzhou Transportation Vocational College in 1985 and received an EMBA degree from Tsinghua University in 2006.

NON-EXECUTIVE VICE CHAIRMAN AND DIRECTOR

Mr. Michael J. Hibberd ("**Mr. Hibberd**"), aged 68, has been a Non-Executive Vice-Chairman and a Non-Executive Director since June 28, 2015. He was Executive Vice-Chairman of the Corporation from November 28, 2014 to June 28, 2015. He was Executive Chairman from June 25, 2014 to November 28, 2014 and was Executive Co-Chairman of the Corporation from October 6, 2008 to June 25, 2014. Mr. Hibberd was a founder of the Corporation and held the title of Chairman and Co-CEO from May, 2007 to October 6, 2008. Mr. Hibberd is President and CEO of MJH Services Inc., a corporate finance advisory company established in January 1995. Mr. Hibberd has extensive international energy project planning and capital markets experience. Prior to January 1995, Mr. Hibberd spent 12 years with ScotiaMcLeod. Mr. Hibberd worked in corporate finance in Toronto and Calgary and held the position of Director and Senior Vice-President, Corporate Finance. Mr. Hibberd is currently the Chairman of Canacol Energy Ltd. (TSX and Bolsa de Valores de Colombia) and the Chairman of Petro Frontier Corp., the shares of which are listed on the TSX Venture Exchange. He is also a director of D2 Lithium Corp. and CanAsia Energy Corp., the shares of which are listed on the TSX Venture Exchange. Mr. Hibberd was previously Chairman of Heritage Oil Plc, Heritage Oil Corporation and Greenfields Petroleum Corporation. He was also director of Challenger Energy Corp., Deer Creek Energy Limited, Iteration Energy Ltd., Zapata Energy Corporation, Sagres Energy Inc., Rally Energy Corp, Pan Orient Energy Corp. and Montana Exploration Corp. Mr. Hibberd obtained his BA in 1976 and his MBA in 1978 from the University of Toronto. He obtained his LLB from University of Western Ontario in 1981, was called to the bar in 1983 and is a member of The Law Society of Upper Canada.

EXECUTIVE DIRECTOR

Ms. Gloria Pui Yun Ho ("**Ms. Ho**"), aged 43, became an Executive Director on June 27, 2017. She was appointed as Chief Financial Officer of the Corporation from November 2016. Ms. Ho has extensive experience in investment, risk management, corporate banking and finance. Prior to joining the Corporation, she worked in equity research, credit analysis, capital strategy, funds management and auditing in several international institutions and most recently as the Chief Executive of a reputable Chinese-based asset management firm.

Ms. Ho is a Chartered Accountant, Certified Public Accountant, Chartered Financial Analyst and Chartered Alternative Investment Analyst. Ms. Ho holds a postgraduate certificate in Financial Engineering at Stanford University and a M.Sc. in Finance at the University of Illinois Urbana-Champaign.

She was appointed as an Independent Non-Executive Director of New World Department Store China Limited (SEHK code: 825) since May 1, 2023.

NON-EXECUTIVE DIRECTORS ("NEDs")

Ms. Linna Liu ("**Ms. Liu**"), aged 46, is a Non-Executive Director appointed by the Board on April 6, 2017. Ms. Liu is currently Head of Special Situation Investment Division of Bank of China Group Investment Limited ("BOCGI"). Prior to joining BOCGI, from 2000 to 2015, Ms. Liu held a number of positions in Bank of China Headquarters and in its New York Branch. Ms. Liu has over 20 years of experience in Banking and Financing. Ms. Liu graduated from Peking University and Columbia University and holds Bachelors and Master degrees.

Ms. Xijuan Jiang ("Ms. Jiang") aged 58, became a Non-Executive Director on June 30, 2016. She was a senior engineer with 26 years of experience in industrial applications. Ms. Jiang is the recipient of numerous design awards, primarily in respect of heating and ventilation systems. Ms. Jiang has been the Vice President and Chief Engineer of Nuoxin Energy Technology (Shanghai) Co. Ltd. since November 2012. Prior thereto, she was the Chief Engineer (Water and Sewer) at the Architecture Branch of Shougang Design Institute. Ms. Jiang obtained a Bachelor degree from the Xi' an University of Architecture and Technology in 1988..

INDEPENDENT NON-EXECUTIVE DIRECTORS ("INEDs")

Mr. Yi He ("**Mr. He**"), aged 51, is an Independent Non-Executive Director appointed on June 30, 2016. He has worked in the financial industry for more than 23 years and held various senior management roles in several global banks in China. In 2012, Mr. He was appointed as Chief Executive Officer of Nomura China Bank and led all China related banking businesses. From 2008 to 2012, he was in charge of China related banking business for Barclays Bank as the General Manager of the Shanghai Branch. Prior thereto, Mr. He led the global markets business for Australia and New Zealand Banking Corporations Limited and was the Deputy General Manager of ANZ China. Mr. He began his career with Credit Agricole China in 1994 and joined First Sino Bank as the Head of Treasury in 1997.

Mr. He has been an independent non-executive director of Kai Yuan Holdings Limited (SEHK code: 1215) since 2011. Mr. He was further appointed an independent non-executive director of Future World Holding Limited (SEHK code: 572) on 1 July 2022.

Mr. He founded Yaoxin Asset Management Company in early 2015, which mainly focuses on financial related consulting. In addition, Mr. He holds a Master Degree in Economics from Fudan University of China and also is a Certified Professional Accountant in China.

Mr. Guangzhong Xing ("**Mr. Xing**"), aged 67, is an Independent Non-Executive Director appointed on June 25, 2019. He obtained his Doctor Degree from the University of Hull with Debeers Scholarship in July 1995. He further obtained postdoctoral from the same university in June 1996. Mr. Xing holds a master degree and a bachelor degree of Metallography from the Northeast Heavy Machinery Institute (renamed as Yanshan University in 1997) ("Yanshan University") in August 1981 and August 1978 respectively. He started his career as university tutor in the Northeast Heavy Machinery Institute Metallography in September 1978 until August 1979 and during the period from September 1981 to September 1989. He was then acted for the position as dean for the school of materials science of Yanshan University during the period from August 1996 to October 1997.Thereafter, for the period from November 1997 to December 1999, he acted as a director of academic affairs of Yanshan University. During the period from January 2001 to October 2016, he was the vice principal of Yanshan University. He also had been the President of 燕山大學產業集團 (Yanda Industry Group Co., Ltd. *) and 燕山大學房地產公司 (Yanda Real Estate Company *) during the period from October 2004 to October 2009; and established 燕山大學國家大學科技園 National science area of Yanshan University.

Ms. Jue Pang ("**Ms. Pang**"), aged 42, is an Independent Non-Executive Director appointed on December 19, 2023. She is a founding Partner of Bing Wen Law Firm, holder of LL.M. degree of the University of Hong Kong and LL.B. degree of Nanjing University. Ms. Pang has 18 years of legal practice experience and was the partner at Grandall Law Firm (Shanghai). She specializes in IPO capital markets, capital restructuring, investment and financing, companies restructuring, merger and acquisitions, etc. Ms. Pang is an independent non-executive director of Ribo Fashion Group Co. Ltd, the share of which are listed on Shanghai Stock Exchange with stock code: 603196.

CORPORATE GOVERNANCE REPORT

Sunshine Oilsands Ltd. (the "**Corporation**"; the "**Company**" or "**Sunshine**") is a new generation oil sands energy company, with the aim of leveraging technology, innovation and cost effective eco-innovation. It is a holder and a developer of Athabasca region oil sands resources with approximately 0.91 billion barrels of risked best estimate contingent resources. Sunshine has proven project portfolios for bitumen, carbonate and conventional heavy oil production. It is a Calgary-based public company, listed on The Stock Exchange of Hong Kong Limited ("**HKEX**" or the "**Stock Exchange**"), dedicated to delivering on its plans of providing sustainable, predictable oil growth, creating long-term sustainable growth for shareholders and delivering long-term values to all stakeholders.

The Company and the Board recognize that high quality corporate governance practices are fundamental to the effective and transparent operation of a company and its ability to protect the rights of its shareholders and enhance shareholder value. All Board members are required to act with integrity, promote the desired Sunshine culture. The Company and the Board are committed to maintaining high standards of corporate governance.

During the FY 2023, the Company has been in compliance with the Corporate Governance Code (the "**Code**") under the Rules Governing the Listing of Securities (the "**HK Exchange Listing Rules**") on the Stock Exchange save as:-

(a) the management is in course of identifying suitable insurers for appropriate insurance coverage for legal actions against the Company's Directors.

(b) the failure to comply with Rule 10(1), 3.10A, 3.11 and 3.21 under the HK Exchange Listing Rules, following the retirement of an independent non-executive director ("**INED**"), Mr. Alfa Li, at the annual general meeting of the Company held on June 28, 2023 (Hong Kong time) (the "**AGM**"). Since then, the Board failed to include at least three INED; the number of its INEDs failed to represent at least one-third of the Board; and the audit committee failed to comprise a minimum of three members.

    Given the great difficulties in identifying suitable candidates, the Company was not able to get hold the right candidate. Coupled with the impending expiry of the 3-month period under Rule 3.11 on September 28, 2023, the Company submitted an application to the Stock Exchange applying for a waiver from strict compliance of Rule 3.10(1), 3.10A, 3.11 and 3.21 under the HK Exchange Listing Rules for a period of 3 months to December 29, 2023 (the "**Waiver**"). The Waiver was granted on October 10, 2023.

    On December 19, 2023 (Hong Kong time), the Company recompiled with Rule 3.10(1) 3.10A, 3.11 and 3.21 of the HK Exchange Listing Rules, as the Board appointed a new INED, Ms. Jue Pang, a female lawyer who specializes in IPO capital markets, capital restructuring, investment and financing, companies restructuring, merger and acquisitions, etc.

Saved as disclosed above, the Company has been in compliance with the Code.

THE BOARD OF DIRECTORS

Being accountable to the Company's shareholders (the "**Shareholders**"), the Board has the responsibility of providing leadership for monitoring and controlling the Company and is collectively responsible for promoting the long-term sustainable and healthy development of the Group by directing and supervising the Company's affairs.

The Board currently comprises eight Directors, of which two are Executive Directors, three are Non-executive Directors and the remaining three are Independent Non-executive Directors. During the FY 2023 and up to the date of this annual report, the Board's composition is as follows:

Executive Directors	***("ED")***
Mr. Kwok Ping Sun	*(Chairman)*
Ms. Gloria Pui Yun Ho	*(Chief Financial Officer)*

Non-Executive Directors ***("NED")***

Mr. Michael J. Hibberd *(Vice-Chairman)*
Ms. Xijuan Jiang
Ms. Linna Liu

Independent Non-Executive Directors ***("INED")***

Mr. David Yi He
Mr. Guangzhong Xing
Mr. Alfa Li *(Retired at the AGM held on June 28, 2023)*
Ms. Jue Pang *(Appointed on December 19, 2023)*

All Directors, including the INEDs, has been clearly identified and categorized in all corporate communication that disclose their names, role and functions. The Company has maintained on its website and on the Stock Exchange's website an updated list of its Directors identifying their roles and functions and whether they are INEDs.

The composition of the Board is well-balanced with each Director having sound knowledge, experience and expertise relevant to the business operations and development of the Group. There are no interrelationship, including financial, business, family or other material/relevant relationship(s) among all Board members, and in particular, between the Chairman and the chief executive(s) of the Company. Biographies of all Directors are set out in the section headed "**Directors and Senior Management**" of this Annual Report.

During the year under review and up to the date of this report, the Directors, the composition of the Board and its committees have the following changes:

I. On May 1, 2023 (Hong Kong time), Ms. Gloria Ho was appointed as an independent non-executive director and a member of each of the audit committee and remuneration committee of New World Department Store China Limited (Stock Code 0825).

II. On June 28, 2023 (Hong Kong time), following conclusion of the AGM, Mr. Alfa Li retired as an INED, all his offices in the Company ceased on the same day accordingly.

III. On December 19, 2023 (Hong Kong time), the Company appointed Ms. Jue Pang as an INED, a member of each of the Audit Committee, the Compensation Committee and the Corporate Governance Committee of the Company.

IV. Mr. David Yi He was appointed the Chair of Compensation Committee on December 19, 2023 (Hong Kong time).

Saved as mentioned above, the Board and all Directors' information remain unchanged.

All Directors have disclosed to the Company the number and nature of offices they held in other public companies or organizations and other significant commitments, with the identity of the public companies or organizations, and an indication of the time involved.

Directors are also reminded to notify the Company and confirm to the Company any change of such information in a timely manner pursuant to the disclosure requirements under the HK Exchange Listing Rules. The Board is of the view that each Director has given and is able to give sufficient time and attention to the affairs of the Company during the year under review and in future.

Chairman and Chief Executive Officer *("CEO")*

Mr. Kwok Ping Sun is the Executive Chairman of the Board, who provide leadership to the Company; whereas, the day-to-day management, administration and operation of the Company are delegated to the CEO, Mr. JianPing Sun, and the senior management.

While delegating the authority and responsibility for implementing business strategic and managing the day-to-day operations of the Group's business to the CEO and the senior management, the Board is collectively responsible for formulating the strategic business directions, operational and financial plans of the Group; setting objectives for the management, overseeing and controlling its operational and financial performance and assessing the effectiveness of management strategies.

The Company has established clear guidelines with respect to matters that must be approved or recommended by the Board, including, without limitation, (i) the annual and quarterly results; (ii) the Company's operating budget, cash flow forecast and capital expenditure budget; (iii) the hiring or dismissal of the Chief Executive Officer ("**CEO**"), Chief Financial Officer ("**CFO**"), Board Secretary or other key members of the Company's senior management team; and (iv) the payment of dividend or significant transactions, etc.

The Board will continue to review the management structure regularly to ensure that it continues to meet the Company's objectives and is in line with the industry practices.

Independent Non-Executive Directors

Operations and management of the Company is constantly subject to the scrutiny and valuable contributions of the INEDs.

During the year under review, Mr. Alfa Li retired at the AGM held on June 28, 2023 (Hong Kong time) and all his offices in the Company ceased accordingly on the same day.

Nevertheless, on December 19, 2023 (Hong Kong time), the Company appointed Ms. Jue Pang as an INED, a member of each of the Audit Committee, Compensation Committee and Corporate Governance Committee.

At the end of the FY 2023, the Company received from each of the INEDs, including the newly appointed INED, their confirmation of independence to the Company. In view that all INEDs fulfilled the independence requirements set out under Rule 3.13, including but not limited to, (i) do not hold, whether legally or beneficially, more than 1% of the Company's issued shares or underlying shares; (ii) have not received an interest in any securities of the Company as a gift, or by means of other financial assistance from a core connected person or the Company; (iii) are not financially dependent to the Company; and (iv) are not connected with other Directors, chief executive(s) or substantial shareholder(s) of the Company, the Board considered that all INEDs are independent.

Mr. David Yi He (one of the INEDs and Chair of Audit Committee) possesses the appropriate accounting professional qualifications. All INEDS have wide exposure on the related financial, legal or management expertise.

As at the date of this annual report, no INED has served the Company for more than 9 years. Should the Company appoint an INED who served the Company for over 9 years ("**Long Serving INED**") in future, the Company will include in its circular for general meeting the factors considered, the process and the discussion among Board members in arriving such decision that and the reason(s) why the Board believes such the Long Serving INED is still independent and should be re-elected.

Directors' and Officers' Liability Insurance

The management is in course of identifying suitable insurers for appropriate insurance coverage in this regards and strikes to fulfill this code.

Practices and Conduct of Meetings

Usually, notice of regular Board meetings is given to all Directors at least fourteen days in advance and reasonable notice is generally given for other Board meetings, unless on an emergency case. In case of continuation of Board meetings, reasonable and proper continuation notice of meeting will be given to the Board.

Whenever short notice of meeting is given, all Directors must be notified and their consents would be sought for such short notice. The fact that short notice of meeting and the Directors' consent or disagreement to such short notice must be duly recorded in minutes. During the year under review, the Board meetings were duly convened, proper and sufficient notices were given, saved as one Board meeting was called with short notice due to emergency. Nevertheless, all Directors noted and consented to such short notice. No Director raised objection to the businesses discussed or the resolutions resolved at that meeting.

Annual meeting schedules and draft agendas for each meeting are normally made available to Directors or committees members in advance. During the year under review, regular Board meetings and various committees meetings were supplied with meeting papers sent at least two days prior to the meetings.

Arrangements are in place to allow Directors to include items in the agenda. Usually final agendas and board papers are sent to Directors at least two days or as early as possible before each regular Board meeting and various committees meetings so that the Board / committees members can make informed decisions on matters placed before the meetings. Each Director also has separate and independent access to senior management where necessary.

During the year under review, all board papers, meeting materials and notices of meetings were sent to Directors or committees members within a reasonable period of time, and in any case, no less than 48 hours prior to the meetings unless otherwise due to emergency, where all Directors noted and consented to such short notice. No objection were raised to the items discussed at that meeting.

The Company's By-Laws and all applicable rules and regulations allow the Directors to participate in Board meetings; committees meetings or general meetings by means of telephone or other communication facilities which permit all persons participating in the meeting to hear each other. In view that most of the Directors were located in various cities in China or in Canada and travelled frequently, the Board members and various committee members usually conduct the meeting via tele-conferencing.

During the year under review, all Board meetings or committees meetings were conducted via tele-conferencing.

Regular Board meetings will be held at least four times a year at approximately quarterly intervals. Usually, the Board meetings and the committee meetings were adjourned by the chair of the meeting and would be continued whenever necessary.

During the FY 2023, the Board held quarterly interval Board meetings with an aim to consider, discuss and approve the quarterly results of the Company. The Board also discussed and resolved the other matters that required Board's consideration and approval, which included, but not limited to, (i) consider and approve the proposed amendments to the Articles and Bye-laws of the Company; (ii) approve the entering into the interest waiver agreement; (iii) note and accept the departure of the Chief Technology Officer, Mr. Frank Ng, and the retirement of Mr. Alfa Li; (iv) consider, discuss and approve the appointment of Ms. Jue Pang as an INED and all her offices in the Company; (v) consider and approve the entering into the Amended Royalty Agreement with Burgess Energy Holdings, L.L.C. ("**BEH**") by the Company; (vi) approve the entering into the Amended Supplementary Agreement of the joint operating agreement in respect of the Muskwa and Godin areas (the "**Renergy Deal**") and the transactions contemplated thereunder; and (vii) approve the entering into the Forbearance Agreement with the forbearing holder, etc.

Minutes of the Board and committee meetings are kept by the Board Secretary and are open for inspection by Directors anytime. All Directors or committee members are properly briefed on issues arising at meetings. In addition to EDs, INEDs and other NEDs are encouraged to make positive contribution to the development of the Company's strategy and policies through independent, constructive and informed comments.

Upon reasonable request, Directors are allowed and enabled to seek independent professional advice at the expense of the Company. During the financial year under review, the Company received no such request for independent professional advice from any Directors or committees members.

If a Director and/or any of his associate has a material interest in a transaction, the matter must be dealt with by physical Board meeting and that Director is required to disclose his interest, abstain from voting and not to be counted in the quorum at the meeting for approving the said transaction.

During the year under review, the Executive Chairman, Mr. Kwok Ping Sun, declared his interest in the Renergy Deal, has abstained from voting in respect of this motion in accordance with the Business Corporations Act (Alberta) and was not counted in the quorum at the Board meeting approving the Renergy Deal.

Under the Code, the Chairman should hold meetings with the independent non-executive Directors at least annually without the presence of other Directors. During FY 2023, the Chairman held meetings with INEDs without the presence of other Directors or the Company's management.

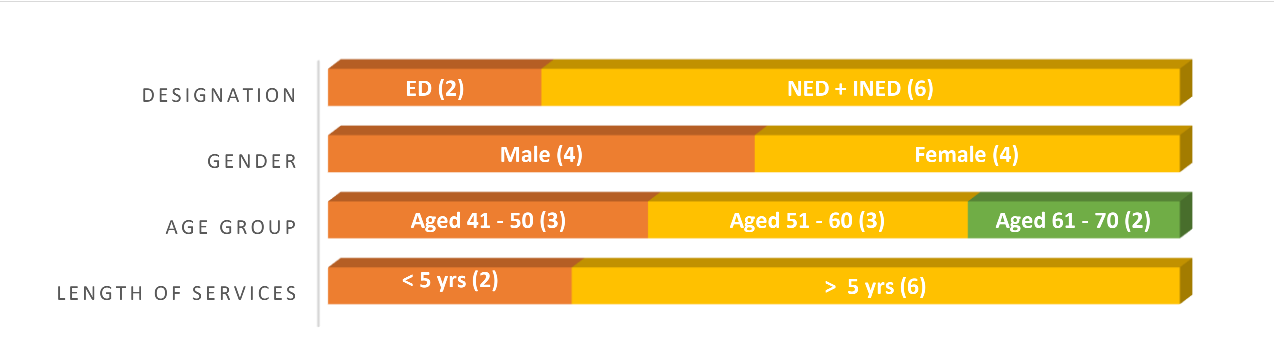
Appointment and Election of Directors, Board Diversity

The Company has a formal and transparent procedure for identification of nominees for Directors and recommendation to the Board, which is led by the Corporate Governance Committee ("**CG C**") of the Company.

The Board believes that diversity of experience, professionally and geographically, enhances its decision-making ability. The Company has adopted a Board Diversity Policy (the "**BD Policy**") with an aim of enhancing the Board's effectiveness and corporate governance as well as achieving business objectives. The BD Policy is available on the Company's website for public information.

In designing the Board's composition, board diversity has been considered with a number of aspects, including but not limited to gender, age, culture and educational background, ethnicity, professional experience, skills, knowledge and length of service and any other factors that the Board may consider relevant and applicable from time to time. All Board appointments will be based on merits, and candidates will be considered against objective criteria, having due regard to the benefits of diversity on the Board and also the needs of the Board without focusing on a single diversity aspect.

As at the date of this report, the Board's diversified composition was summarized as follows:



The CG C is responsible for monitoring the achievement of the measurable objectives set out in the BD Policy. It will review the Board's composition at least once annually taking into account the benefits of all relevant diversity aspects and adhere to the BD Policy when making recommendation on any Board appointments.

During the financial year under review, Mr. Alfa Li retired, Ms. Jue Pang was appointed as an INED and no Director was dismissed. The CG C (i) reviewed the current Board composition, its size, diversity and structure; and (ii) assessed the independence of the new and other INEDs.

As at the date of this report, the Board consists of four (4) male Directors and four (4) female Directors. The Company has complied with Rule 13.92 of the HK Exchange Listing Rules with respect to board diversity during the year under review. The gender ratio in the workforce is 1:1. The Board has achieved the gender diversity in FY 2023. Besides, the total eight (8) experts covering the areas of new energy, mechanical engineering, geology, investment, audit, accounting, corporate finance, banking, financial services and legal. Having reviewed and considered the gender, age, culture, educational background, ethnicity, professional experience, skills, knowledge and length of service of all Board members, the CG C considered the current composition of Board served the purpose of enhancing the quality of the Company's strategy and operation.

The CG C will review the Board composition as well as the BD Policy from time to time so as to make sure that they are in line with the business strategy of Sunshine, and if applicable and appropriate, to ensure its effectiveness. The CG C will discuss any revisions to the BD Policy that may be required, and recommend any change revisions to the Board for consideration and approval.

Directors' Appointment and Re-election

In general, nominee Directors are elected to hold office until the next annual general meeting of the Company or until his successor is duly elected or appointed, unless his office is vacated earlier, in accordance with the Articles of Incorporation and By-laws of the Company.

The term of appointment of all Directors, including non-executive Directors, is from the time of election or re-election at the annual general meeting of shareholders to the following annual general meeting; at which point the Director must be re-elected. Each Director is subject to election or re-election annually. Biographical details of those appointed and/or re-elected Directors are detailed in the circular that contains the relevant notice of annual general meeting.

Directors' Induction and Continuous Professional Development

As a general practice, each newly appointed Director receives a comprehensive and tailored induction to ensure his or her understanding of the business and operations of the Company as well as awareness of a director's responsibilities and obligations under the applicable rules and regulations.

During the FY 2023, Ms. Jue Pang was appointed as an INED. She attended a training session provided the Company's legal counsel and received a comprehensive and tailored induction. Ms. Pang confirmed her attendance in the training as well as declared that she has read and understood the training manual that the legal counsel provided and explained.

Current directors are continuously updated on statutory, regulatory and business developments and participate in continuous professional development program in the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities and to develop and refresh their knowledge and skills. The Company is open to arrange and fund suitable training to Directors.

During the year under review, Directors were updated and kept abreast of the revised and newly adopted applicable rules and regulations, especially the HK Exchange Listing Rules, at Board meetings or via electronic mails. Directors were also encouraged to read newspapers, journals and/or updates relating to the economy and business management and duties of directors. The Company received records of training from Directors for FY 2023.

BOARD COMMITTEES

The Board is responsible for leadership and promoting the success of the Company by directing and overseeing the Company's affairs. In addition, it is also responsible for overseeing the corporate governance and financial reporting of the Company, reviewing the effectiveness of the Company's system of risk management and internal controls. To assist in fulfilling these duties, the Board has established four board committees: (i) Audit Committee ("**AC**"); (ii) Corporate Governance Committee; (iii) Compensation Committee ("**Comp C**") and (iv) Reserves Committee ("**Res C**") for overseeing particular aspects of the Company's affairs.

All Board committees are established with defined written terms of reference covering duties, powers and functions, which are in compliance with the HK Exchange Listing Rules and have taken into account the specific business needs of Sunshine. The Board Committees are provided with sufficient internal and external resources to discharge their duties. Each Committee reports the outcome of its meetings to the Board; addressing major issues and findings, and making recommendations to assist the Board in its decision making. All Committees' terms of references are posted on the Company's website at www.sunshineoilsands.com and are available to Shareholders upon request. Meetings of the Board committees are convened and conducted in accordance with the Company's Articles of Incorporation and generally follow the same procedures as for meetings of the Board.

i) Audit Committee

The Board established an audit committee on January 9, 2008 and adopted written terms of reference that set out the authorities and duties of the committee, which have been revised from time to time since then. As at the date of this report, the AC consisted of three members, namely Mr. David Yi He (Chair of the AC and INED), Mr. Alfa Li (INED and retired at the AGM held on June 28, 2023 (Hong Kong time)), Mr. Guangzhong Xing (INED) and Ms. Jue Pang (INED and was appointed on December 19, 2023 (Hong Kong time)), all of them are financially literate. The AC is chaired by an INED and shall meet at least four times annually at approximately quarterly intervals, or more frequently as circumstances indicate. It shall meet with the external and internal auditors without executive Board members present at least once a year.

In compliance with Rule 3.21 of the HK Exchange Listing Rules, at least one member of the AC should possess appropriate professional qualifications in accounting or related financial management expertise in discharging the responsibilities of the AC. Mr. David Yi He, Chair of the AC, possesses the required accounting professional qualifications and the other AC members possess the related financial, legal and management expertise, and have the ability to read and understand a set of financial instruments that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the financial statements of the Company.

All members have sufficient experience in reviewing audited financial statements as aided by the independent external auditors of the Company, whenever required. To assist in discharging its responsibilities, the committee may at its discretion, in addition to the external auditors, at the expense of the Company, retain one or more persons having special expertise, including independent counsel.

The primary duties of the audit committee are to review and supervise the Company's financial reporting process, risk management and internal control systems, to monitor the integrity of the Company's financial statements and financial reporting, and to oversee the audit process.

The following is a summary of the work performed by the AC during the FY 2023:

a) In consultation with the management and the external auditors, developing and reviewing an annual audit plan responsive to the committee's responsibilities, the scope of audit of the financial statements of the Company for the year ended December 31, 2023 as well as the audit fee proposal for such audit;

b) Participating in a process for review of important financial topics that might pose impact on the Company's financial disclosure;

c) Reviewing the independence of the external auditors and recommending to the Board on re-appointment of external auditors;

d) Reviewing, prior to public release, the condensed consolidated interim financial statements for the periods ended March 31, 2023, June 30, 2023 and September 30, 2023, respectively and for the year ended December 31, 2023 with the management and, to the extent required, the external auditors, focusing in particular, on major judgmental areas, any changes in accounting policies and practices, significant adjustments resulted from the audit review, going concern and assumption, etc.;

e) Reviewing the assessment of the design and testing the effectiveness of the Company's internal financial control systems and risk management as performed by external consultant; and

f) Reporting to the Board on the meetings of the Audit Committee.

Whistleblowing policy and system have been established for employees and those who have business dealings with the Company (including suppliers and distributors). They may raise concerns, in confidence, to the Audit Committee about the possible improprieties in any matters related to the Company.

The Board has also adopted the Anti-Fraud and Anti-Bribery Policy setting out responsibilities of the Group's employees to identify and prevent bribery and corruption in order to protect the integrity and reputation of the Group.

ii) Corporate Governance Committee

The Board established a corporate governance committee, which serves the same function as the nomination committee cited in the Code, on January 9, 2008. It adopted written terms of reference that set out the authorities and duties of the committee, which have been revised from time to time since then. As at the date of this report, the CG C was chaired by the Executive Chairman of the Board, Mr. Kwok Ping Sun, consisted of four other members (with majorities are INEDs), namely Mr. Michael J. Hibberd (NED), Mr. Guangzhong Xing (INED), Mr. David Yi He (INED), Mr. Alfa Li (INED and retired at the AGM of the Company held on June

28, 2023 (Hong Kong time)) and Ms. Jue Pang (INED, was nominated as a member of the CG Committee on December 19, 2023 (Hong Kong time)).

The primary duties of the CG C includes, but not limited to, (i) making recommendations to the Board relating to the structure, size and composition (including gender, age, skill, knowledge and experience) of the Board any proposed changes to complement the Company's corporate strategy; (ii) reviewing the appointment or re-appointment of Directors and senior officers by conducting enquiries into the backgrounds and qualifications of each potential candidate, considering succession planning for Directors, and in particular the Executive Chairman, the non-executive Vice-Chairman, Chief Executive Officer, Chief Technology Officer, Chief Financial Officer; and (iii) assessing the independence of Independent Non-executive Directors.

Furthermore, the CG C has other duties in respect of corporate governance matters and functions, including, but not limited to (i) to consider, develop and review the Company's corporate governance principles, practices and processes and to make recommendations to the Board; (ii) to develop, review and monitor the training and continuous professional development of Directors and senior management; (iii) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; (iv) to review and monitor the code of conduct and compliance manual applicable to employees and directors and to review the Company's compliance with the Code as set out in the HK Exchange Listing Rules; (v) to recommend members and chairs of audit committee, reserves committee and compensation committee. The CG C has to meet at least once a year to discharge its responsibilities.

During the year under review, the CG C held a meeting (i) to consider and discuss carefully the biography of Ms. Jue Pang as well as assess her independence, and thereafter, recommend her to the Board for being appointed as an INED and a member of each of the AC, Comp C and the CG C of the Company; (i) to note and accept the departure of Chief Technology Officer, Mr. Frank Ng, and the retirement of an INED, Mr. Alfa Li; (iii) to discuss the current Board composition and management team, check and see if it served the purpose of the corporate strategy; and (iv) to review all other INEDs' independence and the Board's performance.

Going forward, whenever a resolution to elect an individual as an independent non-executive director at the general meeting, details of the process used for identifying the individual and the reasons why the Board believes the individual should be elected and considers him to be independent; the perspectives, skill and experience that the individual can bring to the Board; and how the individual contributes to the diversity of the Board would be set out in detail in the circular to the shareholders accompanying the notice of the relevant general meeting.

The Company is of the view that the current member of the CG C is influential and important in setting the key direction of the Company at this time. The Company also encourages all Board members to sit on at least one of the Company's committees. The expertise of the current members of this committee is important to the Company.

iii) Compensation Committee

The Company established Compensation Committee, which served the same function of remuneration committee as cited in the Code, on January 9, 2008 and adopted written terms of reference that set out the authorities and duties of the committee. The Comp C was chaired by an INED, Mr. David Yi He, and consisted of four other members, namely, Mr. Kwok Ping Sun (Executive Chairman); Ms. Xijuan Jiang (NED); Mr. Guangzhong Xing (INED), Mr. Alfa Li (INED and retired on June 28, 2023 (Hong Kong time)) and Ms. Jue Pang (INED and was appointed on December 19, 2023 (Hong Kong time)). The Comp C consists of a majority of INEDs.

The primary duties of the Comp C is (i) to determine the policy for the remuneration of the executive Directors; (ii) to assess performance of the Executive Directors, to approve the terms of the Executive Directors' service contracts; (iii) to make recommendations to the Board on the Company's policy and structure for the remuneration of Directors and senior management and (iv) upon establishment of a formal and transparent procedure for developing policy on remuneration; to determine the specific remuneration packages of all executive Directors and certain members of senior management of the Company.

During the year under view, the Comp C members met once to consider, discuss and resolve, among others, (i) the remuneration package for Ms. Jue Pang, the newly appointed INED; and (ii) the adjustment or amendment / revision, if any, to be made to the current remuneration policy of the Company by taking into account the prevailing economic conditions, industry benchmarks and the current financial position of the Company.

iv) Reserves Committee

The Company established a Res C on January 9, 2008 and adopted written terms of reference that set out the authorities and duties of the committee. The Res C currently consists of three members, namely Mr. David Yi He (Chair of the Res C and INED), Mr. Guangzhong Xing (INED) and Mr. Kwok Ping Sun (Executive Chairman).

The primary duties of the Res C include, but not limited to, (i) review and approve management's recommendation for the appointment of independent evaluators; (ii) review procedures for providing information to the independent evaluators; (iii) meet with management and the independent evaluators to review the reserves data and reports; (iv) recommend to the Board whether to accept the content of the independent evaluators' reports; (v) review procedures for reporting on other information associated with oil sands producing activities and generally review all public disclosure of estimates of reserves.

The Res C should meet at least once annually to review procedures relating to the disclosure of information with respect to oil and gas activities, including the review of its procedures for complying with its disclosure requirements and restrictions set forth under applicable securities requirements.

During the year under review, the Res C reviewed the reserves reports prepared by GLJ Ltd and Boury Global Energy Consultants Ltd. They held a meeting with the two independent evaluators with the presences of external auditors, discussed and reviewed the data and reports prepared by the evaluators and made recommendation to the Board for accepting the contents of the valuation reports.

BOARD AND COMMITTEES MEETINGS

The following is the attendance record of the Board and committee meetings held during the year, which can be attended either in person or through electronic means of communication:

Directors During FY 2023	**Board of Directors' meeting**	**Audit Committee meeting**	**Compensation Committee meeting**		**Corporate Governance Committee meeting**		**Reserves Committee meeting**
Mr. Kwok Ping Sun *(1)*	2/4	N/A	1/1		1/1		0/1
Mr. Michael J Hibberd	4/4	N/A	N/A		1/1		N/A
Ms. Gloria Ho	4/4	N/A	N/A		N/A		N/A
Ms. Linna Liu *(2)*	1/4	N/A	N/A		N/A		N/A
Ms. Xijuan Jiang	4/4	N/A	1/1		N/A		N/A
Mr. Guangzhou Xing	4/4	4/4	1/1		1/1		1/1
Mr. Alfa Li *(3)*	1/2	N/A	N/A		N/A		N/A
Mr. Yi He	4/4	4/4	1/1		1/1		1/1
Ms. Jue Pang *(4)*	N/A	N/A	N/A		N/A		N/A

Notes

1. *Mr. Sun's attendance hereto includes reporting representative attendance.*
2. *Ms. Liu's attendance hereto includes reporting representative attendance.*
3. *Mr. Alfa Li retired at the AGM held on June 28, 2023 (Hong Kong time). During the period from January 1, 2023 to June 28, 2023, there were only two Board meetings and no committees meeting were held.*
4. *Ms. Jue Pang was appointed as Director on December 19, 2023 (Hong Kong time). No Board meeting and committees' meeting were held since her appointment until December 31, 2023.*

5. *During the year under review, no Director attended meetings or committee meetings through his/her alternate.*

6. *As permissible and allowable under the Company's constitutional documents and the applicable laws and regulation, during FY 2023, the Company usually held Board meetings, various committees meetings and the annual general meeting with Directors' attendance by means of telephone or other communication facilities that permit all attendees participating in that meeting to hear each other. A Director participated in meetings by those means is deemed to be present at that meetings.*

7. *All Directors attended the AGM held on June 28, 2023 (Hong Kong time) / June 27, 2023 (Calgary time).*

8. *During the FY 2023, for continuation of the Board meetings and committees meetings, reasonable notice (usually, not less than 48 hours prior to the continuation meeting) were given except on an emergency. Nevertheless, all Directors noted and consented to the said short notice and no objection raised to the items discussed at that Board meeting.*

HEALTH, SAFETY AND ENVIRONMENT ("HSE")

Sunshine executives and management believe in the HSE principle of "Safety First" and the Company has a good safety record. In FY 2023, the Company continued to emphasize improvements in the field safety monitoring system for preventing workplace injuries. The management committed to protect and promote the safety and well beings of our employees, contractors, communities and the environment. We aim for safe and reliable operations where any risks which compromise the health and safety of workers are identified and addressed.

The Board reviews and assesses the Company's health, safety and environment processes and controls from time to time.

REMUNERATION OF DIRECTORS

The following is a general description of the emolument policy of the Company, as well as the basis of determining the emoluments payable to the Directors.

The compensation of Directors is determined by the Board when it receives recommendations from the Compensation Committee.

Under current compensation arrangements, each of our EDs, NEDs, INEDs and senior management are eligible to receive compensation in the form of cash and/or bonuses and are eligible to receive option grants. During the FY 2023, the Company has not granted equity-based remuneration (e.g. share options or grants) with performance-related elements to INEDs.

As at the date of this annual report, the Company does not have any employee long-term incentive plans. If the Company decide to establish any such plans in the future, recommendations from the compensation committee will be taken into account and such plans will comply with applicable rules and regulations, especially the provisions set out in the HK Exchange Listing Rules.

Remuneration of the Directors (including retainers, fees, salaries, discretionary bonuses, and other benefits including share based payments) was approximately $2.3 million for the year ended December 31, 2023 (2022 – approximately $2.3 million). No Director or any of his/her associates is involved in deciding that his/her own remuneration.

Please refer to the Audited Consolidated Financial Statements as included in this annual report for additional details on remuneration of Directors.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted its own policy (the "**Corporate Disclosure and Trading Poli**cy") for securities transactions by Directors and employees who are likely to be in possession of unpublished price-sensitive information of the Company. This policy is no less exacting than the Model Code for Securities Transactions by Directors of Listed Issuers as set out in the HK Exchange Listing Rules.

Having made specific enquiry, all Directors confirmed that they had complied with the Corporate Disclosure and Trading Policy during FY 2023.

The interests of Directors' and Chief Executive Officer(s) in the Company's common shares and underlying shares as at December 31, 2023 are set out in the "**Directors' Report**" section of this annual report.

EXTERNAL AUDITORS AND AUDITORS' REMUNERATION

The auditors' statement about their reporting responsibilities for the Company's consolidated financial statements is set out in the "**Independent Auditor's Report**" section included in this annual report.

The fees in relation to the audit related and non-audit related services for the year ended December 31, 2023 provided by Prism Hong Kong and Shanghai Limited, the independent external auditor of the Company, is as follows:

Nature of services rendered	**Fees paid/ payable**
Audit fees	$129,000
Non-Audit fees	-
Total	$129,000

Audit fees were incurred in connection with the following services:

- Auditing the Company's annual financial statements;
- Auditing the financial statements of Sunshine Oilsands (Hong Kong) Ltd.;
- Reviewing the Company's interim financial statements;
- Auditing tax compliance, tax advice, and tax planning; and
- Additional audit procedures related to the 2023 audit.

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Board acknowledges that it holds responsibility for:

- Overseeing the preparation of the financial statements of the Company with a view to ensuring such financial statements give a true and fair view of the state of affairs of the Company; and

- Selecting suitable accounting policies and applying them consistently with the support of reasonable judgment and estimates.

The Board ensures the timely publication of the financial statements of the Company. Management provides explanations and information to the Board to enable it to make an informed assessment of the financial and other information to be approved. The Board is responsible for ensuring that the Company keeps proper accounting records, for safeguarding the Company's assets and for taking reasonable steps for the prevention of fraud and other irregularities.

The Board strives to ensure a balanced, clear and understandable assessment of the Company's financial reporting, including annual and interim reports, other price-sensitive announcements, and other financial disclosures required under the Exchange Listing Rules, and reports to regulators any information required to be disclosed pursuant to statutory requirements and applicable accounting standards.

The Board is aware of material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern. For the year ended December 31, 2023, the Company reported a net loss of approximately $19.6 million (December 31, 2022 – net loss of approximately of $65.7 million). At December 31, 2023, the Company had a working capital deficiency of approximately $79.5 million (December 31, 2022 - $511.6 million) and an accumulated deficit of approximately $1,295 million (December 31, 2022 - $1,275 million). The Company's ability to continue as a going concern is dependent on continuing operation and development in West Ells, marketing bitumen blends at favorable prices, achieving profitable operations and the ability to refinance current debt and access immediate additional financing. There can be no assurance that the steps management will take will be successful. As such there is significant doubt and there can be no assurance the Company will be able to continue as a going concern.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board places great importance on evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and ensuring the Company establishes and maintains appropriate and effective risk management and internal controls systems. The Board would oversee management in the design, implementation and monitoring of the risk management and internal control systems.

The Company reviews and monitors the adequacy and effectiveness of risk management and internal control systems on an ongoing basis so as to ensure that Group's risk management and internal control systems has been conducted effectively. Since the Company does not have an internal audit function, the Company engaged an external consultant to complete testing of the design and effectiveness of its internal control systems for the year ended December 31, 2023. The audit plans are discussed and agreed to for each year with the AC of the Company.

Each year the AC and the Board reviews the overall effectiveness of the Company's risk management and internal control systems. The Board has reviewed the effectiveness of the Company's system of risk management and internal control for the year ended December 31, 2023. In conducting such review, the Board has: (i) reviewed the Company's internal control activities during the year and discussed such activities and the results thereof with the Chief Executive Officer and Chief Financial Officer ; (ii) reviewed and discussed the scope and results of the annual audit with the Company's independent external auditors ; and (iii) reviewed with management the results of the Company's internal management representation process that was performed in connection with the preparation of the annual financial statements. Based on its review, the Board was not aware of any material defects in the effectiveness of risk management and internal control systems.

The risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

ANNUAL ASSESSMENT

A review of the effectiveness of the Company's risk management and internal control systems covering all material controls, including financial, operational, compliance, and risk management controls, is conducted annually. The review at the end of 2023 was conducted with reference to the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework) internal control framework, which assesses the Company's internal control system against the five components of internal control: control environment, risk assessment, control activities, information and communication, and monitoring. The Company has also conducted an annual review to assess the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting functions and their budget (for training and related programs). The approach, findings, analysis and results of this annual review have been reported to the AC and the Board.

PROCEDURES AND INTERNAL CONTROLS FOR HANDLING AND DISSEMINATING INSIDE INFORMATION

The Company complies with the requirements of the Securities and Futures Ordinance (the "**SFO**") and the HK Exchange Listing Rules. The Group discloses insider information to the public as soon as reasonably practicable unless the information falls within any of the Safe Harbors as provided under the SFO. Before the information is fully disclosed to the public, the Group ensures the information is kept strictly confidential. If the Company believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Company would immediately disclose the information to the public. The Company is committed to ensure that information contained in announcements is not false or misleading as to a material fact, or false or misleading through the omission of a material fact in view of presenting information in a clear and balance way, which requires equal disclosure of both positive and negative facts.

BOARD SECRETARY

The Board Secretary, a full-time employee of the Company, who has to report to the Executive Chairman and/or the CFO, has taken no less than 15 hours of relevant professional training during the FY 2023. She has complied with the relevant professional training requirement under Rule 3.29 of the HK Exchange Listing Rules.

All Directors are able to access to the advice and services of the Board Secretary to ensure that board procedures, and all applicable law, rules and regulations, are complied with.

SHAREHOLDERS' RIGHTS

Under the Business Corporations Act (Alberta) (the "**ABCA**"), the directors of a company are authorized to call meetings of shareholders. The ABCA establishes two categories of meetings of shareholders: (i) annual meetings, and (ii) special meetings.

There are also specific circumstances in which shareholders may call special meetings where the directors fail to do so. Pursuant to the applicable provisions of the ABCA, registered or beneficial holders of not less than five per cent (5%) of the issued voting shares may requisition the directors to call a meeting of shareholders. If the directors do not call a meeting within 21 days after receiving the requisition, a shareholder who signed the requisition may call the meeting. The ABCA mandates that such shareholders be reimbursed for expenses incurred in requisitioning, calling, and holding the meeting unless the shareholders resolve otherwise at the meeting.

DIVIDEND POLICY

The Company has adopted the "**Dividend Policy**" concerning the payment of dividends. Pursuant to the Dividend Policy, the Board, when deciding whether to propose a dividend and in determining the dividend amount, it will take into account, among others, (a) the Group's operations and earnings; (b) the general financial condition of the Group; (c) cash requirements and capital expenditures; (d) any restrictions on payment of dividends; and (e) any other factors that the Board may consider relevant, etc.

The declaration and payment of dividends by the Company shall be determined at the sole discretion of the Board and shall be subject to the Company's Articles of Incorporation and By-laws, ABCA and any other applicable laws, rules and regulations. The Dividend Policy will be reviewed by the Board from time to time. Details of the Dividend Policy are available on the website of the Company.

Shareholders are encouraged to consult their own tax advisors regarding the tax consequences to them for share transactions.

CORPORATE COMMUNICATION

The Board strives to maintain a high level of transparency in its communications with shareholders and investors. The Company keeps a constant dialogue with the investment community through Company visits, conference calls and information sessions to communicate the Company's business strategies, developments and goals.

The Company introduced a shareholder communication policy on April 1, 2012 for proper compliance with the Code. It's annual and interim reports, stock exchange filings, press releases and other information and updates on the Company's operations and financial performance are available for public access on the Company's website, www.sunshineoilsands.com, and certain of these documents are also available on the website of the HKEX, www.hkexnews.hk.

To encourage shareholders to attend the meetings, more than twenty (20) clear business days' annual meeting notice and ten (10) clear business days' special meeting notice, and the circular containing necessary information that are given to the shareholders is to enable them to make informed decisions on the resolutions proposed to be considered at that general meetings.

During the Company's general meetings, shareholders are encouraged to communicate their views and concerns to the Board directly so as to ensure a high level of accountability and also to stay informed of the Company's strategies, developments and goals. Detailed explanation about procedures for conducting a poll is provided in all general meetings. Board members / committees members are welcome to answer questions at general meeting. For each substantially separate issue, separate resolution would be proposed by the chairman of that meeting.

During the year under review, the Company called Annual Meeting and a Special Meeting. Chair of the general meetings explained the procedures for conducting a poll in detail and opportunities were given to shareholders to raise questions. Nomination of persons as Directors are nominated by means of separate resolutions. Next annual meeting is tentatively scheduled to be held in June 2024 in Hong Kong. Details of the 2024 Annual Meeting and its necessary information on issues to be considered are set out in the circular to be dispatched to Shareholders.

The Board reviewed the Shareholders' Communication Policy or its mechanism in FY 2023 and considered such mechanism served the purpose of providing effective shareholders communication. The Board will review, at least annually, the effectiveness of the aforesaid mechanism.

Shareholders and/or potential investors can submit enquiries to the Board and/or the CEO by mail or by phone to the contact information set out in the "**Corporate Information**" section of this annual report.

CONSTITUTIONAL DOCUMENTS

In FY 2023, for the purposes of (i) in line with certain recent amendments made to the HK Exchange Listing Rules, amongst others, the requirement for a super majority vote for passing a special resolution; (ii) reflect other relevant requirements under the applicable laws and procedures in Alberta, Canada; and (iii) incorporate certain housekeeping amendments, the Board proposed and approved certain amendments (the "**Articles and By-Law Amendments**") to the existing Articles and By-Law#1 of the Company.

Under Section 102 of the ABCA, it provides that unless the By-Law, bylaws or a unanimous shareholder agreement otherwise provide, directors of a company may, by resolution, make, amend or repeal any by-laws that regulate the business or affairs of the Company. Under the ABCA, the directors are required to submit a bylaw, or an amendment or a repeal of an existing by-law to the shareholders of the company at the next meeting of shareholders, and the shareholders of the company may by resolution, confirm, reject or amend the bylaw, amendment or repeal. A by-law, or an amendment or a repeal of an existing by-law, is effective from the date of the director's resolution until it is confirmed, confirmed as amended or rejected by the shareholders of the Company.

At the special meeting of the Company held on June 28, 2023 (Hong Kong time), Shareholders approved the Articles and Bye-law Amendments and hence, the amended Articles and Bye-laws of the Company became effective thereafter.

COMMUNICATION WITH STAKEHOLDERS

The management understands the importance of community development, health and wellness. And, it plans harmonize economic development with balanced long-term sustainability.

Sunshine has actively cultivated, established, and maintained positive relationships with First Nations and Metis peoples in the region who are proximate to or interested in its projects. The Company provides project updates and meets with the various aboriginal communities on a regular basis to discuss impacts of its operations and pro-actively deal with any issues. The Company also works closely with stakeholders at the municipal, provincial, and federal level to ensure that the regulatory authorities are aware of the Company's alignment with their rules, regulations, and expectations.

The Company will continue to review and improve its corporate governance with an aim to maintain a high degree of transparency, accountability and responsibility.

On behalf of the Board

Kwok Ping Sun
Chairman of the Board

Hong Kong, March 22, 2024
Calgary, March 21, 2024

DIRECTORS' REPORT

The Board of Directors of the Company hereby present their report together with the audited consolidated financial statements of the Company and its wholly-owned subsidiaries for the year ended December 31, 2023 together with comparative figures for the corresponding period in 2022.

PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The Company and its subsidiaries (together referred to as the "**Group**") is engaged in the evaluation and the development of oil properties for the production of crude oil products in the Athabasca oilsands region in Alberta, Canada.

The Company has one business and geographical segment. Accordingly, no business and geographical segment information is presented.

BUSINESS REVIEW

The business review for the year and further discussion and analysis of these activities as required by Schedule 5 to the Companies Ordinance, including a discussion of the principal risks and uncertainties facing the Company and its subsidiaries (the "**Group**") and an indication of likely future developments in the Group's business, can be found in the section headed "**Management Discussion and Analysis**" of this Annual Report. The discussions in the Management Discussion and Analysis section form part of this Directors' Report. As it is a non-exhaustive list, there may be other risks and uncertainties further to the disclosures. Besides, this Annual Report does not constitute a recommendation or an advice for anyone to invest in the securities of the Company. Investors are advised to make their own judgment or consult professionals before making any investment in the securities of the Company.

Discussion on the Group's environmental policies and performance, relationships with its key stakeholders and compliance with relevant laws and regulations which have a significant impact on the Group will be provided in the Environmental, Social and Governance Report which will be published on the website of the Hong Kong Stock Exchange at www.hkexnews.com and the Company's website at www.sunshineoilsands.com soonest as possible after the publication of this Annual Report.

KEY PERFORMANCE INDICATORS

The key performance indicators are detailed in the financial review set out in the Management's Discussion and Analysis on pages 36 to 50 of this Annual Report. There were no significant changes in the nature of the Group's principal activities during the year. This discussion constitutes part of this Directors' Report.

PRINCIPAL SUBSIDIARIES

Particulars of the Company's subsidiaries as at December 31, 2023, are set out in note 33 to the consolidated financial statements. The activities of these subsidiaries as at December 31, 2023 are summarized in the table below:

Name	Place of Incorporation	Principal country of operation	Issued and fully paid share capital	Principal activities
Sunshine Oilsands (Hong Kong) Ltd.	Hong Kong, China	Hong Kong	HK$1	Provision of corporate management services and act as holding investment
Boxian Investments Limited	British Virgin, Islands	Hong Kong	US$1	Pursuing new investment opportunities
Sang Xiang Petroleum & Chemical (Shanghai) Limited* 桑祥石油化工(上海)有限公司 *(note 1)*	PRC	PRC	RMB 10,000,000	Pursuing new investment opportunities
Sang Xiang Petroleum & Chemical (Hebei) Limited * 桑祥石油化工(河北)有限公司 *(note 1)*	PRC	PRC	US$ 102,000,000	Inactive

* *for identification purpose only*

Note: *(1) The nature of legal entity established in PRC is Limited Liability Company. The registered capital is not paid.*

RESULTS AND DISTRIBUTIONS TO SHAREHOLDERS

The results of the Company for the financial year ended December 31, 2023 are set out in the Consolidated Statement of Profit or Loss and Other Comprehensive Income included in this Annual Report.

The Board of Directors has not recommended, declared or paid any distributions for the financial year ended December 31, 2023.

PROPERTY AND EQUIPMENT

Details of movements in property and equipment of the Company during the year ended December 31, 2023 are set out in note 11 to the consolidated financial statements.

RESERVES

Details of movements in the Company's reserves during the year ended December 31, 2023 are set out in the Consolidated Statement of Changes in Equity.

DISTRIBUTABLE RESERVES

As at December 31, 2023, reserves available for distribution to shareholders amounted to approximately $91 million (2022: $110 million) as shown in the statutory accounts of the Company and calculated in accordance with the Company's Articles of Incorporation.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Incorporation, by-laws of the Company or the Business Corporations Act (Alberta) which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

FINAL DIVIDEND

The Board has resolved not to recommend payment of any final dividend for the year ended December 31, 2023.

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in share capital of the Company during the year ended December 31, 2023 are set out in the Consolidated Statement of Changes in Equity in this Annual Report.

Details of other equity-linked agreements are included in the section "Share Option Scheme" below.

DIRECTORS

As at December 31, 2023 and up to the date of this Annual Report, the composition of the Board of Directors was as follows:

Executive Directors
Mr. Kwok Ping Sun *(Chairman)*
Ms. Gloria Pui Yun Ho *(Chief Financial Officer)*

Non-Executive Directors
Mr. Michael J. Hibberd *(Vice-Chairman)*
Ms. Xijuan Jiang
Ms. Linna Liu

Independent Non-Executive Directors
Mr. David Yi He
Mr. Guangzhong Xing
Mr. Alfa Li *(retired at the annual general meeting held on June 28, 2023)*
Ms. Jue Pang *(appointed on December 19, 2023)*

During the year, Mr. Alfa Li, one of the independent non-executive Director, retired at the annual general meeting of the Company held on June 28, 2023 (Hong Kong time)(the "**AGM**"). All his other offices in the Company ceased accordingly on the same date.

Thereafter, on December 19, 2023 (Hong Kong time), Ms. Jue Pang was appointed an independent non-executive Director, a member of each of the Audit Committee, the Compensation Committee and the Corporate Governance Committee of the Company. Besides, on the same date, Mr. David Yi He was appointed the Chair of Compensation Committee.

Save as disclosed, there was no other change in the Board or its composition. Biographical details of the above Directors (other than Alfa Li) are included in this Annual Report under the section headed "**Directors and Senior Management**".

No director proposed for election or re-election at the forthcoming annual general meeting has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than normal statutory obligations.

All Directors are eligible for being re-elected at the forthcoming annual general meeting of the Company and will offer themselves to stand for re-election at the forthcoming annual general meeting of the Company.

CHANGES TO INFORMATION IN RESPECT OF DIRECTORS

Save as disclosed below and in the section headed "**Directors and Senior Management**" in this Annual Report, there was no change to any of the information required to be disclosed in relation to any Director pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) of the Listing Rules since the date of the 2022 Annual Report of the Company.

(1) On May 1, 2023, Ms. Gloria Ho was appointed as an independent non-executive director of New World Department Store China Limited, the shares of which are listed on SEHK (SEHK code: 825).

(2) On June 28, 2023 (Hong Kong time), following conclusion of the AGM, Mr. Alfa Li retired as an Independent Non-executive Director of the Company and all his offices in the Company ceased on the same day accordingly.

(3) On December 19, 2023 (Hong Kong time), Ms. Jue Pang was appointed an independent non-executive Director, a member of each of the Audit Committee, the Compensation Committee and the Corporate Governance Committee of the Company.

(4) On December 19, 2023 (Hong Kong time), Mr. David Yi He was appointed the Chair of Compensation Committee.

DIRECTORS'SERVICES CONTRACTS

No Director proposed for re-election at the forthcoming annual general meeting has or is proposed to have a service contract that with the Company which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

DIRECTORS' INTERESTS IN CONTRACTS

Save for the related party transactions set out in note 30 to the consolidated financial statements, no Director nor a connected entity of a director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the Company, or any of the Company's subsidiaries or fellow subsidiaries was a party during the year.

INDEMNITY AND INSURANCE

Each Directors of the Company has entered into an indemnity agreement with the Company. Pursuant to such indemnity agreements, among other things, the Company has agreed to indemnify such Directors in connection with costs and expenses arising from claims relating to such Director's service as a Director of the Company or actions or omissions performed in such Director's capacity as a director, provided that such director acted honestly and in good faith with a view to the best interests of the Company and, in the case of certain criminal or administrative actions, such Director had reasonable grounds for believing that his conduct was lawful.

DIRECTORS AND CHIEF EXECUTIVES'INTERESTS IN COMMON SHARES AND SHARE OPTIONS

As at December 31, 2023, the interests and short positions of the Directors and the chief executives of the Company in the Common Shares and underlying shares (set out in the section headed *"Share Option Scheme"* under "**EQUITY-LINKED AGREEMENT**") of the Company and its associated companies (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**")) which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "**SEHK**") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or as recorded in the register required to be kept by the Company under Section 352 of Part XV of the SFO or as otherwise notified to the Company and the SEHK pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix 10 to the Listing Rules were as follows:

Common Shares

Name	Company	Nature of Interest	Number of Common Shares held (1)	Approximate % interest in the Common Shares (1)
Mr. Kwok Ping Sun	Sunshine Oilsands Ltd.	Direct/Indirect	150,232,591	61.70%
Mr. Michael J Hibberd	Sunshine Oilsands Ltd.	Direct/Indirect	2,165,981	0.89%
Ms. Gloria Ho	Sunshine Oilsands Ltd.	N/A	-	-
Mr. Yi He	Sunshine Oilsands Ltd.	Direct	139,682	0.06%
Ms. Xijuan Jiang	Sunshine Oilsands Ltd.	Direct	104,814	0.04%
Ms. Linna Liu	Sunshine Oilsands Ltd.	N/A	-	-
Mr. Guangzhong Xing	Sunshine Oilsands Ltd.	N/A	-	-
Ms. Jue Pang (2)	Sunshine Oilsands Ltd.	N/A	-	-
Mr. Alfa Li (3)	Sunshine Oilsands Ltd.	N/A	-	-

Notes

(1) As at December 31, 2023, the Company's issued share capital is 243,478,681 Class "A" Common Voting Shares.

(2) Ms. Jue Pang was appointed as Independent Non-Executive Director of the Company on December 19, 2023 (Hong Kong time).

(3) Mr. Alfa Li retired at the Company's annual general meeting held on June 28, 2023 (Hong Kong time).

Apart from the foregoing, none of the Directors of the Company or any of their spouses or children under eighteen years of age has interests or short positions in the Shares, underlying shares or debentures of the Company, or any of its holding company, subsidiaries or other associated corporations, as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company pursuant to the Model Code.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its code of conduct regarding dealings in the securities of the Company by the Directors and the Company's employees who, because of his/her office or employment, is likely to possess inside information in relation to the Company or the Company's securities.

Upon specific enquiry, all Directors confirmed that they have complied with the Model Code during the year ended December 31, 2023. In addition, the Company is not aware of any non-compliance of the Model Code by its staff during the year.

EQUITY-LINKED AGREEMENT - Share Option Scheme

Pre-IPO Stock Option Plan:

The Company's pre-IPO stock option plan is for Directors, officers, employees, consultants and advisors of the Company. These options vest over a period up to three years from the date of grant. Following the IPO closing on March 1, 2012, no further options were issued under the Pre-IPO Stock Option Plan. As at December 31, 2023, all Pre-IPO Stock Option expired.

Post-IPO Stock Option Plan:

On January 26, 2012, the Post-IPO Stock Option Plan (the "**Scheme**") was approved and adopted by shareholders at the Company's annual general meeting. The Post-IPO Stock Option Plan was effective immediately prior to the Company's IPO and listing on the SEHK, March 1, 2012. The maximum number of Common Shares that may be reserved for issuance pursuant to the Post-IPO Stock Option Plan is 10% of the total number of issued and outstanding Common Shares, less the maximum aggregate number of Common Shares underlying the options ("**Options**") already granted pursuant to the Pre-IPO Stock Option Plan. The Post-IPO Stock Option Plan was amended at the Annual and Special Meeting of Shareholders on May 7, 2013. As a result of the amendment, Options granted under the Post-IPO Stock Option Plan will have an exercise price that is determined by the Board of Directors but is not less than the higher of: the closing price on the Toronto Stock Exchange (the "**TSX**") or the SEHK (whichever is higher) on the option offer date, which must be a business day; the volume weighted average trading price (VWAP) of the Common Shares on the TSX or the SEHK (whichever is higher) for the five trading days immediately preceding the option offer date; and the average closing price of the Common Shares on the TSX or the SEHK (whichever is higher) for the five trading days immediately preceding the option offer date.

On September 30, 2015, the Company completed a voluntary delisting from the TSX. As a result, the Board Directors now determines the exercise price of the Options based solely on the trading date of the Common Shares of the Company from the SEHK only.

The aggregate number of shares that may be issued under the Scheme is 601,359,617 (pre-share consolidation figure) representing 10% of Shares outstanding when the Scheme Mandate Limit was refreshed on October 31, 2018 (and representing approximately 4.94% of the Shares Outstanding as at the date of this report.)

As a result of the Share Consolidation of the Company effective on February 26, 2020, adjustments were made to the exercise prices and the number of Consolidated Shares falling to be allotted and issued upon exercise of the outstanding Options in accordance with the terms and conditions of the Scheme, Rule 17.03 (13) of the Listing Rules and the supplementary guidance dated September 5, 2005 issued by the SEHK. The adjustments to the exercise prices and the number of Consolidated Shares falling to be issued upon exercise of the outstanding Options are detailed in the announcement issued by the Company dated February 26, 2020.

Details of the Post-IPO Stock Option Plan are listed below:

Purpose of the Post-IPO Stock Option Plan:	The purpose of the Post-IPO Stock Option Plan is to attract skilled and experienced personnel, to incentivize them to remain with the Company and to motivate them to strive for the future development and expansion of the Company by providing them with the opportunity to acquire equity interests in the Company.
Participants:	Any Directors, officers and employees of the Company, the Company's subsidiaries and any other persons selected by the Board in its discretion.
Total number of securities available for issue under the scheme:	200,000 (representing approximately 0.082% of the issued shares of the Company as at the date of the Annual Report)
Maximum entitlement of Participant:	The aggregate number of shares issued or to be issued to any one person under the Post-IPO Stock Option Plan at any time in any 12 month period (together with any shares underlying Options granted during such period under any other share option scheme) must not exceed 1% of shares issued and outstanding at the time, unless shareholder approval has been sought and obtained in accordance with the provisions of the Post-IPO Stock Option Plan (and with the person receiving such Option grant abstaining from voting).
Period within which the shares must be taken up under an Option:	The Option period shall not expire later than 10 years from the date of grant.
Minimum period, if any, for which an Option must be held before it can be exercised:	The minimum period can be in a range from immediately upon grant to two years.
The amount payable, if any, on application or acceptance of the Option and the period within which payments or calls must be made or loans for such purposes must be paid:	Not applicable.
Remaining life of the Post-IPO Stock Option Plan:	The Post-IPO Stock Option Plan shall be valid and effective for the period commencing from January 26, 2012. There is currently no expiration date for the Post-IPO Stock Option Plan.

During the year 2023, no Options were granted.

The accounting policy adopted for the granted Options above follows the policy adopted under the Post-IPO Stock Option Plan for calculating the exercise price.

As of December 31, 2023, the Options held by Directors and the chief executives of the Company was as follows:

Name	Corporation	Nature of Interest	Number of Stock Options held	Approximate % interest in the options
Mr. Yi He	Sunshine Oilsands Ltd.	Direct	100,000	50%
Mr. Guangzhong Xing	Sunshine Oilsands Ltd.	Direct	100,000	50%

Save as disclosed above, as at December 31, 2023, none of the Directors or the chief executives of the Company have or are deemed to have interests or short positions in the Common Shares, underlying shares of the Company and any of its associated companies (within the meaning of Part XV of the SFO) which were notifiable to the Company and the SEHK pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), or recorded in the register required to be maintained by the Company under Section 352 of Part XV of the SFO, or as otherwise notifiable to the Company and the SEHK pursuant to the Model Code.

Movements in Stock Options

The table below presents the movements in stock options for Directors, the chief executives and other executive management of Company during the year 2023.

Directors'options

Name of Directors	Date of grant	As at January 1, 2023	Granted	Exercised	Lapsed	Cancelled	As at December 31, 2023	Exercise price (HKD) [2]	Market Closing price (HKD) [2]	End of Vesting period [3]	End of Exercise period [3]
Gloria Ho	7/5/2018	300,000	-	-	300,000	-	-	11.8	11.5	7/5/2020	7/5/2023
Kwok Ping Sun	7/5/2018	6,000,000	-	-	6,000,000	-	-	11.8	11.5	7/5/2020	7/5/2023
Yi He	4/3/2017	-	-	-	-	-	-	15.5	14.75	4/3/2019	4/3/2022
	9/9/2019	100,000	-	-	-	-	100,000	3.65	3.6	9/9/2021	9/9/2024
Guangzhong Xing	9/9/2019	100,000	-	-	-	-	100,000	3.65	3.6	9/9/2021	9/9/2024
	Subtotal	**6,500,000**	**-**	**-**	**6,300,000**	**-**	**200,000**				

Notes:

1) *The Company conducted a share consolidation on the basis that every fifty (50) existing Class "A" Common Voting Shares be consolidated into one (1) consolidated share effective February 26, 2020. All numbers of share options above are adjusted on a post share-consolidation basis.*

2) *The exercise prices and the market closing price immediately before the date of grant of options are adjusted on a post share-consolidation basis. Details are set out in the Company's announcement dated February 26, 2020.*

3) *Under the Post-IPO share option scheme, the first 1/3 of the options granted are vested and exercisable on the date of grant, and each remaining 1/3 of the total options will become vested and exercisable in each subsequent two years immediately after the date of grant and the options will expire in five years from the date of grant.*

Other than disclosed in the tables above, none of the Directors or chief executives of the Company or their related parties had any interests or short positions in any Common Shares of the Company or its associated companies as at December 31, 2023. Please refer to our consolidated financial statements (note 27) included in this Annual Report for additional details on our stock option plans and movements for the year ended December 31, 2023.

SUBSTANTIAL SHAREHOLDER’S INTERESTS AND SHORT POSITION IN COMMON SHARES AND UNDERLYING SHARES

So far as is known to the Directors, as at December 31, 2023, other than the interests of Directors or chief executive(s) of the Company as disclosed above, the Company had not been notified by any persons who had interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

EMOLUMENT POLICY

The emolument policy of executives of the Company is set up by the compensation committee on the basis of merit, qualifications and competence of the staff. The emolument policy for the rest of employees is determined on a department-by-department basis with the executive in charge of each department determining the emoluments for senior employees and managers in the department and the emoluments for non-senior employees being determined by an appropriately designated manager. The emolument policy for non-executives is administered in conjunction with the human resources department and is done on the basis of merit, qualifications and competence.

The emolument policy for the Directors of the Company is decided by the compensation committee and approved by the Board of Directors, having regard to comparable market statistics.

The Company also has a stock option plan for Directors, officers, employees, consultants and advisors (the “**Stock Option Plan**”). The options vest over a period ranging up to five years from the date of grant. Since March 1, 2012, Options granted under the Stock Option Plan follow the granting rules of the Company's Post-IPO Stock Option Plan as disclosed above under the section entitled “**Share Option Scheme**”.

DIRECTORS’ INTERESTS IN COMPETING BUSINESS

As at December 31, 2023, none of the Directors or their respective close associates had interests in business which compete or are likely to compete, either directly or indirectly, with the business of the Company or its subsidiaries.

DIRECTORS’ RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year ended December 31, 2023 was the Company a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debt securities.

PENSION SCHEMES

The Company does not have a pension scheme.

LOANS

As at December 31, 2023, the Company had senior secured notes of which the portion held by Non-Forbearing holder is considered as current liabilities and the portion held by Forbearing holder is considered as non-current liabilities. Details of the classification of the note are set out in Note 14(b) of the consolidated financial statements

On August 8, 2023, the Company and the Forbearing Holder (The Noteholder representing 96% of the outstanding Notes) confirmed the signing of the Forbearance Reinstatement and Amending Agreement (the “2023 FRAA”). The principal terms of the 2023 FRAA include: (i) the FRAA covers the period from September 1, 2023 to August 31, 2025 (“Period of Forbearance 3”); (ii) same as the Forbearance Reinstatement and Amending Agreement executed on April 24, 2021, all outstanding amounts (principal and interests) will continue to be accrued at an interest of 10% per annum until August 31, 2025, and during the Period of Forbearance, there will not be any forbearance fee and yield maintenance premium based on the initial Forbearance Agreement executed on September 12, 2016.

On February 16, 2023, the Company and the Forbearing Holder entered into the interest waiver agreement (the "Interest Waiver Agreement") pursuant to which the Forbearing Holder agree to unconditionally and irrevocably waive the interest accrued between January 1, 2023 to December 31, 2023 at 10.0% per annum on the outstanding amounts (principal and interests) under the FRAA dated August 8, 2021 (the "Waiver of Interest") which amounted to USD31.5 million. Save as the Waiver of Interest, all other terms and conditions as stipulated in the FRAA dated August 8, 2021 remain unchanged.

In addition, as at December 31, 2023, the Company incurred an unsecured, no interest bearing loan with an outstanding principal amount of HKD10,000,000 (equivalent to approximately CAD1,693,000). It has been extended the repayment date to June 2026.

During the year, the Group also had loans from related companies totaling approximately CAD51,933,000 which are unsecured, interest bearing at 10% per annum and repayment are due from 1 to 3 years (2022: CAD 53,944,000 are due from 3 months to 3 years). Amongst which, an outstanding principal amount of approximately CAD14,517,000 have been extended the repayment date to 2026.

As at December 31, 2023, the Group had loans from shareholders totaling approximately CAD$19,021,000 (2022: 12,342,000) which are unsecured, interest bearing at 10% per annum, and repayment are due from 1 to 3 years.

ENVIRONMENTAL POLICIES AND PERFORMANCE

Protection and preservation of the environment is a fundamental operating principle of the Company. Its projects and operations adhere strictly to established Standard Operating Procedures and Practices (SOPs) for all situations and conditions which exist. Ongoing environmental monitoring, assessments, and audits ensure the Company's objectives are met with respect to environmental stewardship.

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATION

For the year ended December 31, 2023, the Company was not aware of any non-compliance with any relevant laws and regulations that have a significant impact on it. The Company's operations have met regulatory requirements and corporate standards.

RELATIONSHIPS WITH STAKEHOLDERS

The Company has actively cultivated, established, and maintained positive relationships with First Nations and Metis peoples in the region who are proximate to or interested in its projects. The Company provides project updates and meets with the various aboriginal communities on a regular basis to discuss impacts of its operations and pro-actively deal with any issues. The Company also works closely with stakeholders at the municipal, provincial, and federal level to ensure that the regulatory authorities are aware of the Company's alignment with their rules, regulations, and expectations.

MAJOR CUSTOMERS AND SUPPLIERS

Customers

For the year ended December 31, 2023, the Company had three major customers (2022: two major customers) in aggregate contributed to 100% of the Group's revenue. Two customers (2022: one customer) exceeded 10% of the Company's revenue. The Company's largest customer accounted for approximately 84% of revenue totaling CAD25,400,000 (2022: 98% of total revenue totaling CAD15,287,000), while the second largest customer accounted for approximately 15% of revenue totaling CAD4,694,000 in 2023.

Revenue from customers contributing over 10% of the total revenue, before royalty, of the Group is as follows:

	2023	**2022**
	CAD'000	CAD'000
Customer A	25,400	15,287
Customer B	4,694	N/A*

** Revenue from relevant customers was less than 10% of the Group's total revenue for the respective year.*

To the best knowledge of the directors of the Company, neither the directors of the Company, their associates, nor any shareholders, who owned more than 5% of the Company's issued share capital, had any beneficial interest in any of the Group's five largest customers for the years ended December 31, 2023 and 2022.
The Company will continuously look to expand its base of customers to obtain the best possible price for its product.

Suppliers

For the year ended December 31, 2023, the Company's largest supplier accounted for approximately 18% (2022: 26%) of the Company's total cost of sales. The Company's five largest suppliers accounted for approximately 57% (2022: 53%) of the Company's total cost of sales.

None of the Directors, or any of their close associates, or any shareholders (which, to the knowledge of the Directors, own more than 5% of the number of issued shares of the Company) had a beneficial interest in the Group's five largest suppliers.

CONNECTED TRANSACTION

On October 10, 2023 the Company entered into the Amended Supplementary Agreement (the "**Amended Supplementary Agreement**") amending the supplementary agreement to the joint operating agreement as well as its other supporting agreements (altogether, the "**Agreements**") with Renergy Petroleum (Canada) Co., Ltd ("**Renergy**") with respect to the Company's Muskwa and Godin area oil sands leases. Pursuant to the Amended Supplementary Agreement, the outside date of the Agreements is further extended from October 20, 2023 to October 20, 2025 (the "**New Outside Date**"). Prior to the New Outside Date, Renergy continues to be responsible for all expenditures in Muskwa and Godin. The Agreements will not set a capital expenditure target or commitment cap. If Renergy fails to fulfill the production level of 500 barrels per day for any consecutive 20 days on or before the New Outside Date, Renergy's working interest will be forfeited on the New Outside Date.

As mentioned in the Company's announcement dated March 25, 2019, the acquisition of Changjiang Investment Group Co., Ltd's interest in Renergy by an affiliate (i.e. a company affiliated with Mr. Kwok Ping Sun (the Executive Chairman and the Substantial Shareholder, who was interested in approximately 61.70% of the issued share capital of the Company as at the date hereof) was completed. And, hence, the entering into the Amended Supplementary Agreement on October 10, 2023 by the Company with Renergy constituted a connected transaction under Chapter 14A to the Listing Rules.

Save as mentioned above, no other change is made to the Agreements, and the Amended Supplementary Agreement shall be read and construed together with the Agreements.

Details of the Amended Supplementary Agreement are set out in the Company's announcement dated October 10, 2023 (Hong Kong time).

Save as disclosed above, the Company has not entered into any other connected transaction under Chapter 14A to the Listing Rules.

RELATED PARTY TRANSACTIONS

Details of the significant related party transactions undertaken by the Company during the year in the ordinary course of business are set out in note 30 to the consolidated financial statements. None of these transaction constitutes a discloseable connected transaction as defined under the Listing Rules.

CORPORATE GOVERNANCE

The Company is committed to maintaining the highest standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report section of this annual report.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this annual report, the Company has maintained the prescribed public float of more than 25% of the issued share capital required under the Listing Rules.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's Shares during the year ended December 31, 2023.

FIVE YEAR FINANCIAL SUMMARY

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited financial statements and restated as appropriate, is set out on page 1. This summary does not form part of the audited financial statements.

OFF-BALANCE SHEET ARRANGEMENTS

As at December 31, 2023, the Group did not have any other off-balance sheet arrangements.

SUBSEQUENT EVENT

On December 13, 2023, the Company received a judgment from the Court of the State of New York, New York County that the Company should pay the Non-forbearing Holder all the amounts due and owing on the Notes (including principal and interests) in an aggregate amount of approximately US$19,694,000 (equivalent to approximately CAD26,048,000). On January 2, 2024 and February 20, 2024, the Company lodged an appeal against the Judgment. The appeal is expected to be held in July 2024. On February 27, 2024, the Non-forbearing Holder tried to execute the judgment by serving restraining notice in the State of New York.

CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

The Company does not have any disclosure obligations under Rule 13.20, 13.21 and 13.22 of the Listing Rules.

LITIGATIONS

The Group received a demand notice from the Regional Municipality of Wood Buffalo ("**RMWB**") in relation to the 2016-2023 municipal property taxes of approximately CAD15,067,000. The Group was also charged with overdue penalties of approximately CAD14,899,000. Since then the Group was in active negotiation with RMWB for a settlement plan with proposals to waive overdue penalties. As at the date of this report, the Group believes that notices issued by RMWB relating to property taxes did not comply with relevant legislation and the Group has sought judicial review to determine the effect of non-compliant tax notices on RMWB's property tax claim.

In addition, the Group received a judgment from the Court of the State of New York, New York County (the "**Judgment**") that the Company shall pay the non-forbearing holder all the amounts due and owing on the Notes issued under the notes indenture dated 8 August 2014 (including principal and interests) in an aggregate amount of approximately US$15,481,000 (equivalent to approximately CAD20,967,000). The judgment was vacated on May 25, 2023. On December 13, 2023, the Company received a judgment from the Court of the State of New York, New York County that the Group should pay the Non-forbearing Holder all the amounts due and owing on the Notes (including principal and interests) in an aggregate amount of approximately US$19,694,000 (equivalent to approximately CAD26,048,000). On January 2, 2024 and February 20, 2024, the Company lodged an appeal against the Judgment. The appeal is expected to be held in July 2024. On February 27, 2024, the Non-forbearing Holder tried to execute the judgment by serving restraining notice in the State of New York.

CONFIRMATION OF INDEPENDENCE

The three independent non-executive Directors do not hold more than 1% of the number of issued shares of the Company. They have not received an interest in any securities of the Company as a gift, or by means of other financial assistance, from a core connected person or the Company. They are or were not a director, partner or principal of a professional adviser which currently provides or provided services to the Company and its Group. They met all the independent guidelines set out in Rule 3.13 of the Listing Rules. The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and the Company still considers them to be independent.

INDEPENDENT AUDITORS

The financial statements have been audited by Prism Hong Kong and Shanghai Limited ("**Prism**"), who shall be eligible for re-appointment, and a resolution to this effect will be proposed at the forthcoming annual general meeting of the Company.

Prism has been appointed as auditor of the Company since September 22, 2020.

On behalf of the Board

Kwok Ping Sun
Chairman of the Board

Hong Kong, March 22, 2024
Calgary, March 21, 2024

MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis ("MD&A") of the financial condition and performance of Sunshine Oilsands Ltd. ("Sunshine" or the "Company") for the three and twelve months ended December 31, 2023 is dated March 21, 2024 (Calgary time) / March 22, 2024 (Hong Kong time), and approved by the Company's Board of Directors. This MD&A should be read in conjunction with the Company's audited consolidated financial statements and notes thereto for the year ended December 31, 2023. All amounts and tabulated amounts are stated in thousands of Canadian dollars unless indicated otherwise.

Overview

Sunshine is a holder and a developer of Athabasca region oil sands resources with approximately 0.91 billion barrels of risked best estimate contingent resources. The Company's un-risked best estimate contingent resources at December 31, 2023 was approximately 1.53 billion barrels. With approximately 1 million acres of oil sands and petroleum and natural gas leases, the Company has significant commercial development potential. Phase I (5,000 barrels) of the West Ells 10,000 barrels thermal commercial project is in production. The Athabasca region is the most prolific oil sands region in the Province of Alberta, Canada. Canada's oil sands represent the largest oil resource found in a stable political environment located in the Western Hemisphere and the third largest oil resource in the world. Canadian oil sands represent the largest single source of supply of oil imported into the United States. The Company has one business and geographical segment. Accordingly, no business and geographical segment information is presented.

The Company's focus is on evaluating and developing its oil sands assets with the completion and operation of the 5,000 bbls/day Phase I commercial West Ells (the "Project"). When financing is available, the Company plans to add an additional 5,000 bbls/day Phase II to the Project. On March 1, 2017, the West Ells Phase I commenced commercial production.

As at December 31, 2023, the Company had invested approximately $1.29 billion in oil sands leases, drilling operations, project engineering, procurement and construction, operation start-up, regulatory application processing and other assets. As at December 31, 2023, the Company had $0.53 million in cash.

The Company relies on its ability to obtain various forms of financing and cash flow from operations to fund administration expenses and future exploration and development cost of its projects. The Company's ability to continue as a going concern is dependent on continuing operations and development in West Ells, marketing bitumen blends at favorable prices, achieving profitable operations and the ability to refinance current debt and access immediate additional financing. There can be no assurance that the steps management takes will be successful. As such, there is significant doubt and there can be no assurance that the Company will be able to continue as a going concern.

Operational Update

West Ells

On March 1, 2017, the Project commenced commercial production. Hence, effective March 1, 2017, the Company started recording revenue, royalties, expenses and depletion of the West Ells Project. On March 31, 2020, the Board has decided to temporarily suspend production due to volatility in the international crude oil market, severe decline in crude oil prices, and having considered the fact that the Company's West Ells production equipment and road need repair, coupled with the outbreak of COVID-19 in Canada. On April 11, 2022, the West Ells project had resumed operation.

For the three and twelve months ended December 31, 2023, the Company's average bitumen production was 1,604.4 bbls/day and 946.1 bbls/day respectively. The bitumen is blended with diluent as part of the production process to create the marketable "Dilbit" blend product. The average dilbit sales volume was 1,847.7 bbls/day and 1,152.8 bbls/day for the three and twelve months ended December 31, 2023.

Thickwood and Legend

The Thickwood and Legend projects are each planned for initial phase one production of 10,000 barrels per day. Regulatory approval for Thickwood was received in the third quarter of 2013.

Muskwa and Godin Clastics Operations (Non-Operated 50% working interest)

As at the date of this report, Muskwa has no production. Development of Muskwa area is expected to be reactivated with the execution of the Amended Supplementary Agreement with Renergy, at no cost to Sunshine.

Summary of Quarterly Results

The following table summarizes selected financial information for the Company for the last eight quarters:

($ thousands except per share & bbl/d)	Q4 2023	Q3 2023	Q2 2023	Q1 2023	Q4 2022	Restated[3] Q3 2022	Q2 2022	Q1 2022
Bitumen sales (bbl/d)	1,550	9	1,294	1,025	816	802	30	-
Petroleum sales	11,932	49	11,064	7,192	7,275	7,765	589	-
Royalties	373	(2)	298	13	266	676	20	-
Diluent	5,040	31	3,528	3,863	3,596	3,094	294	-
Transportation	3,436	106	3,468	2,521	2,050	1,779	91	6
Operating costs	4,528	3,581	4,472	4,487	6,506	4,030	5,002	3,404
Finance cost	2,684	2,668	2,237	2,536	(28,063)	13,003	12,166	11,631
Net loss (profit)	(2,111)	15,758	(5,671)	11,650	490,907	(322,871)	(46,099)	(56,232)
Net loss (profit) attributable to owners of the company	(2,184)	15,686	(5,745)	11,573	490,832	(322,945)	(46,173)	(56,311)
Per share - basic and diluted	(0.01)	0.06	(0.02)	0.05	2.02	(1.33)	(0.19)	(0.23)
Capital expenditures[1]	378	1,864	593	(54)	514	(185)	1,137	181
Total assets	745,932	739,708	744,484	747,557	747,719	1,240,853	877,108	812,323
Working capital deficiency[2]	79,458	94,082	87,079	517,464	511,583	499,257	57,625	100,543
Shareholders' equity	91,047	88,272	104,030	98,359	110,009	601,569	278,698	232,599

1. *Includes payments for exploration and evaluation, property, plant and equipment.*
2. *The working capital deficiency includes the foreign exchange gain from conversion of HKD/CNY denominated loans from related companies into CAD and the USD denominated Notes converted to CAD at each period end exchange rate.*
3. *The Q3 2022 comparative period in the table above have been restated. Please refer to "Restatement of the 3Q22 Comparative Periods" section of the restated Q3 2022 MD&A for full details.*

Results of Operations

Bitumen Realization

($ thousands, except $/bbl)	For the three months ended December 31 , 2023	2022	For the twelve months ended December 31, 2023	2022
Dilbit revenue	$ 11,932	$ 7,275	$ 30,237	$ 15,629
Diluent blended	(5,040)	(3,596)	(12,462)	(6,984)
Realized bitumen revenue[1]	$ 6,892	$ 3,679	$ 17,775	$ 8,645
($ / bbl)	40.54	39.69	42.24	45.83

1. Realized bitumen revenue is used to calculate operating netbacks.

Bitumen realization represents the Company's realized petroleum revenue ("Dilbit revenue"), net of diluent expenses. Dilbit revenue represents the Company's revenue from its bitumen produced at West Ells project blended with purchased diluent. The cost of blending is impacted by the amount of diluent required and the Company's cost of purchasing and transporting the diluent. A portion of the diluent expense is effectively recovered in the sales price of the blended product.

For the three months ended December 31, 2023, the Company's realized bitumen revenue increased by $3.2 million to $6.9 million from $3.7 million for the same period in 2022. The increase in realized bitumen revenue in Q4 2023 was primarily due to higher bitumen production and dilbit sales at West Ells partially offset by higher diluent blending expenses. The bitumen realized price per barrel increased by $0.85/bbl from $39.69/bbl to $40.54/bbl for the three months ended December 31, 2023 primarily due to lower diluent price and decreased diluent trucking costs per barrel.

For the twelve months ended December 31, 2023, the Company's realized bitumen revenue increased by $9.2 million to $17.8 million from $8.6 million for the same period in 2022. The increase in realized bitumen revenue in 2023 was primarily due to higher bitumen production and dilbit sales at West Ells partially offset by higher blending expenses. Bitumen realized price per barrel decreased by $3.59/bbl from $45.83/bbl to $42.24/bbl for the twelve months ended December 31, 2023 primarily due to decrease in WCS crude oil price partially offset by lower diluent cost per barrel.

Operating Netback

	For the three months ended December 31,		For the twelve months ended December 31,	
($ thousands, except $/bbl)	**2023**	2022	**2023**	2022
Realized bitumen revenue	$ 6,892	$ 3,679	$ 17,775	$ 8,645
Transportation	(3,436)	(2,050)	(9,531)	(3,926)
Royalties	(373)	(266)	(682)	(962)
Net bitumen revenues	$ 3,083	$ 1,363	$ 7,562	$ 3,757
Operating costs	(4,528)	(6,506)	(17,068)	(18,942)
Operating cash flow[1]	$ (1,445)	$ (5,143)	$ (9,506)	$ (15,185)
Operating netback ($/bbl)	(8.50)	(55.50)	(22.59)	(80.52)

1. Operating *cash* flow is a non-GAAP measure which is defined in the Advisory section of this MD&A.

For the three months ended December 31, 2023, operating cash flow was a net loss of $1.4 million compared to a net loss of $5.1 million for the same period in 2022. The decrease in operating cash flow deficiency for the three months ended December 31, 2023 was primarily due to increase in bitumen sales volume and lower operating costs, partially offset by higher transportation and royalty expenses in Q4 2023. On a per barrel basis, operating netback loss decreased by $47.00/bbl to a loss of $8.50/bbl from a loss of $55.50/bbl for the three months ended December 31, 2022. The factors that contributed to the decrease in netback loss per barrel are lower operating costs, lower diluent and transportation expenses, and lower royalty charges per barrel.

For the twelve months ended December 31, 2023, operating cash flow was a net loss of $9.5 million compared to a net loss of $15.2 million for the same period in 2022. The decrease in operating cash flow deficiency for the twelve months ended December 31, 2023 was primarily due to increase in bitumen sales volume as a result of full resumption of production in 2023, lower operating and royalty expenses, partially offset by higher transportation costs. On a per barrel basis, operating netback loss decreased by $57.93/bbl to a loss of $22.59/bbl from a loss of $80.52/bbl for the year ended December 31, 2022 primarily due to lower operating costs, and lower diluent and royalty expenses per barrel.

Bitumen Production

	For the three months ended December 31 ,		For the twelve months ended December 31,	
(Barrels/day)	**2023**	2022	**2023**	2022
Bitumen production	1,604	934	946	457

For the three and twelve months ended December 31, 2023, bitumen production at West Ells averaged 1,604 bbls/day and 946 bbls/day compared to 934 bbls/day and 457 bbls/day for the same period in 2022, respectively. Bitumen production increased 670 bbls/day for Q4 and 489 bbls/day for the year ended December 31, 2023. Bitumen production for 2022 was mainly from the last two quarters as the Company fully resumed production during the third quarter of 2022 after the temporary production suspension since March 31, 2020. Bitumen production for 2023 was mainly from bitumen produced during the first two quarters and the last quarter because of the equipment maintenance at West Ells during Q3 2023.

Bitumen Sales

	For the three months ended December 31,		For the twelve months ended December 31,	
(Barrels/day)	**2023**	2022	**2023**	2022
Bitumen Sales	1,550	816	968	415

Bitumen sales at West Ells for the three months ended December 31, 2023 averaged 1,550 Bbls/day compared to 816 Bbls/day for the same period in 2022. Bitumen sales increased by 734 Bbls/day primarily due to higher bitumen production and thus sales at West Ells in Q4 2023.

Bitumen sales at West Ells for the twelve months ended December 31, 2023 increased 553 bbls/day to 968 bbls/day from 415 bbls/day for the same period in 2022. Bitumen sales for 2022 was primarily from the last two quarters of 2022 as the Company fully resumed production during the third quarter of 2022 after the temporary production suspension since March 31, 2020. Bitumen sales for 2023 was primarily from bitumen sold during the first two quarters and the last quarter because of the equipment maintenance at West Ells during Q3 2023.

Petroleum Sales, net of royalties

		For the three months ended December 31 ,				For the twelve months ended December 31,		
($ thousands, except $/bbl)		**2023**		2022		**2023**		2022
Petroleum sales	$	11,932	$	7,275	$	30,237	$	15,629
Royalties		(373)		(266)		(682)		(962)
Balance, end of period	$	11,559	$	7,009	$	29,555	$	14,667
$ / bbl		68.00		75.62		70.24		77.76

Petroleum sales are from the sales of Dilbit. For the three months ended December 31, 2023, petroleum sales, net of royalties was $11.6 million compared to $7.0 million for the same period in 2022. The increase of petroleum sales (net of royalties) is mainly due to higher bitumen production and sales volume, partially offset by higher royalty expenses. Petroleum sales per barrel (net of royalties) decreased by $7.62/bbl to $68.00/bbl from $75.62/bbl primarily due to the decrease in WCS gross price paid at terminals in Q4 2023 partially offset by lower royalty expenses per barrel.

For the twelve months ended December 31, 2023, petroleum sales, net of royalties was $29.6 million compare to $14.7 million for the same period in 2022. The factors that contributed to the increase of petroleum sales (net of royalties) are higher sales volumes as a result of full resumption of production at West Ells in 2023, and lower royalty expenses due to decreased WTI and WCS price in 2023. Petroleum sales for 2023 were primarily from petroleum sold during the first two quarters and the last quarter because of the equipment maintenance at West Ells during Q3 2023. Petroleum sales for 2022 were primarily from the last two quarters of 2022 as the Company fully resumed production for the third quarter of 2022 after the temporary production suspension since March 31, 2020. Net petroleum sales revenue per barrel decreased by $7.52/bbl to $70.24/bbl from $77.76/bbl primarily due to the decrease in WCS benchmark price in 2023 partially offset by lower royalty expenses per barrel.

The royalty rate applicable to pre-payout oil sands operations starts at 1% of bitumen sales and increases for every dollar that the WTI crude oil price in Canadian dollars is priced above $55 per barrel, to a maximum of 9% when the WTI crude oil price is $120 per barrel or higher. The West Ells project is currently in pre-payout. For the three months ended December 31, 2023, royalties increased by $0.11 million compared to the same period of 2022 primarily due to higher bitumen sales in Q4 2023. For the twelve months ended December 31, 2023, royalties decreased by $0.28 million compared to the same period of 2022 primarily due to decreased WTI and WCS benchmark oil price and therefore lower royalty rate applicable to Crown and Burgess Energy Holdings royalty, partially offset by higher bitumen revenue used to calculate royalty.

Diluent Costs

($ thousands, except $/bbl and blend ratio)		For the three months ended December 31, **2023**		2022		For the twelve months ended December 31, **2023**		2022
Diluent at CPF	$	3,276	$	2,736	$	7,658	$	5,783
Diluent at terminals		1,764		860		4,804		1,201
Total Diluent	$	5,040	$	3,596	$	12,462	$	6,984
$/bbl		29.65		38.80		29.62		37.03
Blend ratio (CPF)		16.1%		19.0%		16.0%		19.6%
Blend ratio (terminals)		22.2%		18.2%		23.0%		15.6%

At West Ells, diluent is blended with the bitumen as part of the production process to create a marketable dilbit blend product at West Ells. Diluent expense is mainly impacted by the required amount, cost of purchasing and transporting diluent, Canadian and U.S. benchmark pricing, the timing of diluent inventory purchases and changes in value of the Canadian dollar relative to the U.S. dollar.

Total diluent cost also included the diluent blended at terminals to adjust dilbit density for pipeline shipping purpose. For the three months ended December 31, 2023, total diluent cost was $5.0 million compared to $3.6 million for the same period in 2022. Total diluent costs increased by $1.4 million primarily due to higher required amount of diluent as a result of increased production in Q4 2023. On a per barrel basis, diluent costs decreased by $9.15/bbl to $29.65/bbl from $38.80/bbl primarily due to lower diluent trucking costs and decline in diluent benchmark pricing in Q4 2023. Blending ratio for the three months ended December 31, 2023 was 16.1% at CPF and 22.2% at terminal compared to 19.0% and 18.2% respectively for Q4 2022.

For the twelve months ended December 31, 2023, total diluent cost was $12.5 million compared to $7.0 million for the same period in 2022. Total diluent cost increased by $5.5 million primarily due to higher required amount of diluent as a result of fully resumed production at West Ells in 2023. On a per barrel basis, diluent cost decreased by $7.41/bbl to $29.62/bbl from $37.03/bbl primarily due to lower diluent trucking costs and decline in diluent benchmark pricing in 2023. Blending ratio for the twelve months ended December 31, 2023 was 16.0% at CPF and 23.0% at terminal compared to 19.6% and 15.6% respectively for the same period in 2022.

Transportation

($ thousands, except $/bbl)	For the three months ended December 31, **2023**	2022	For the twelve months ended December 31, **2023**	2022
Transportation	$ 3,436	$ 2,050	$ 9,531	$ 3,926
$ / bbl	20.21	22.12	22.65	20.82

Transportation costs consist of trucking costs for Dilbit and pipeline terminals fees. The transportation expense for the three months ended December 31, 2023 was $3.4 million compared to $2.1 million for the same period in 2022. The increase in the transportation cost was mainly due to increased dilbit trucking and pipeline charges as a result of increased dilbit sales in Q4 2023. On a per barrel basis, transportation expense decreased $1.91/bbl to $20.21/bbl from $22.12/bbl for the same period in 2022 primarily due to lower rate charged by a new third party trucking company.

The transportation expense for the twelve months ended December 31, 2023 was $9.5 million compared to $3.9 million for the same period in 2022. Higher transportation cost in 2023 was primarily due to increased dilbit trucking and pipeline charges as a result of fully resumed production and sales at West Ells in 2023. The transportation expense per barrel for the twelve months ended December 31, 2023 was $22.65/bbl compared to $20.82/bbl for the same period in 2022. The increase in the transportation cost per barrel was mainly due to higher rate charged by third party trucking companies in the first half year of 2023, especially during periods with regulated road ban.

Operating Costs

($ thousands, except $/bbl)	For the three months ended December 31, **2023**	2022	For the twelve months ended December 31, **2023**	2022
Energy operating costs	$ 1,404	$ 3,127	$ 5,059	$ 7,942
Non-energy operating costs	3,124	3,379	12,009	11,000
Operating costs	$ 4,528	$ 6,506	$ 17,068	$ 18,942
$ / bbl	26.64	70.20	40.56	100.43

Operating costs are comprised of the sum of non-energy operating costs and energy costs. Non-energy operating costs represent production-related operating activities, excluding energy operating costs. Energy operating costs represent the cost of natural gas for the production of steam and power at the West Ells facilities.

For the three months ended December 31, 2023, the operating costs decreased by $2.0 million to $4.5 million from $6.5 million for the same period in 2022. For the twelve months ended December 31, 2023, the operating costs decreased by $1.8 million to $17.1 million from $18.9 million. The decrease in operating costs from last year was primarily due to lower gas price in 2023. Since the majority of the operating costs at West Ells are fixed in nature, the operating costs per barrel of production should be reduced as production continues to increase at West Ells.

General and Administrative Costs

	For the three months ended December 31 ,					
	2023			2022		
($ thousands)	**Total**	**Capitalized**	**Expensed**	**Total**	**Capitalized**	**Expensed**
Salaries, consulting and benefits	$ 1,489	-	1,489	$ 1,031	-	1,031
Rent	14	-	14	(97)	-	(97)
Legal and audit	328	-	328	519	-	519
Other	1,052	-	1,052	938	-	938
Total	$ 2,883	-	2,883	$ 2,391	-	2,391

	For the twelve months ended December 31,					
	2023			2022		
($ thousands)	**Total**	**Capitalized**	**Expensed**	**Total**	**Capitalized**	**Expensed**
Salaries, consulting and benefits	$ 6,124	-	6,124	$ 4,764	-	4,764
Rent	54	-	54	225	-	225
Legal and audit	832	-	832	1,192	-	1,192
Other	5,543	-	5,543	4,883	-	4,883
Total	$ 12,553	-	12,553	$ 11,064	-	11,064

The Company's general and administrative costs were $2.9 million and $12.6 million for the three and twelve months ended December 31, 2023 compared to $2.4 million and $11.1 million for the same period in 2022. For the three months ended December 31, 2023, general and administrative costs increased by $0.5 million primarily due to increase in employee compensation and municipal charges, partially offset by lower audit and legal expenses. For the twelve months ended December 31, 2023, the increase of $1.5 million was primarily due to higher salary, municipal and legal expenses partially offset by lower audit fee and office rent.

Finance Costs

	For the three months ended December 31,		For the twelve months ended December 31,	
($ thousands)	**2023**	2022	**2023**	2022
Interest expense on senior notes, including yield maintenance premium ("YMP")	$ 299	$ (29,800)	$ 1,174	$ 1,710
Interest expense on other loans	110	170	491	651
Interest expense on loans from related companies and shareholders	1,744	1,156	6,678	4,995
Other interest-lease and others	147	66	322	143
Accretion	384	345	1,460	1,238
Finance costs	$ 2,684	$ (28,063)	$ 10,125	$ 8,737

The Company's finance costs were $2.7 million and $10.1 million for the three and twelve months ended December 31, 2023 compared to $(28.1) million and $8.7 million for the three and twelve months ended December 31, 2022. For the three months ended December 31, 2023, finance costs increased by $ 30.8 million compared to the same period in 2022 primarily due to interest waived on senior notes which was reclassed from other income to finance cost reduction in Q4 2022. For the twelve months ended December 31, 2023, finance costs increased by $1.4 million compared to the same period in 2022 mainly attributed to interest expenses on loans from related companies and shareholders.

Share-based Compensation

	For the three months ended December 31 , 2023			2022		
($ thousands)	**Total**	**Capitalized**	**Expensed**	**Total**	**Capitalized**	**Expensed**
Share-based compensation	$ -	-	-	$ -	-	-

	For the twelve months ended December 31, 2023			2022		
($ thousands)	**Total**	**Capitalized**	**Expensed**	**Total**	**Capitalized**	**Expensed**
Share-based compensation	$ -	-	-	$ -	-	-

Share-based compensation expense for the three and twelve months ended December 31, 2023 and 2022 was both $0. The fair value of share-based compensation associated with the granting of stock options is recognized by the Company in its audited consolidated financial statements. Fair value is determined using the Black-Scholes option pricing model.

Depletion and Depreciation

	For the three months ended December 31,		For the twelve months ended December 31,	
($ thousands, except $/bbl)	**2023**	2022	**2023**	2022
Depletion	$ 3,311	$ 1,261	$ 7,737	$ 3,104
Depreciation	211	163	873	766
Depletion and depreciation	$ 3,522	$ 1,424	$ 8,610	$ 3,870
Depletion ($ / bbl)	19.48	13.60	18.39	16.46

The Company commenced commercial production at West Ells Phase I Project on March 1, 2017. As at that time, the Company started recording depletion of West Ells Project I assets in the Statement of Comprehensive Income (Loss) for the three months ended March 31, 2017. The depletion rate is based on unit-of-production.

For the three months ended December 31, 2023, depletion and depreciation expense increased $2.1 million to $3.5 million from $1.4 million for the same period in 2022. For the twelve months ended December 31, 2023, depletion and depreciation expense increased $4.7 million to $8.6 million from $3.9 million for the twelve months ended December 31, 2022. The primary reason for the increase in depletion and depreciation expenses in 2023 is the higher depletion expenses due to increased production volume and higher depletion rate.

Impairment / (Reversal)

	For the three months ended December 31,		For the twelve months ended December 31,	
($ thousands, except $/bbl)	**2023**	2022	**2023**	2022
Impairment / (Reversal)	-	487,731	-	(375)

The Company assesses at each reporting date whether there is an indication that it's E&E (exploration and evaluation assets) and PP&E assets may be impaired or that historical impairment may be reversed. The Company's assets are aggregated into cash-generating units for the purpose of calculating impairment/impairment reversal. Cash generating units ("CGU"s) are based on an assessment of the units' ability to generate independent cash inflows. The company recognized impairment loss or reversal based on CGU which is identified with respect to geographical proximity, shared infrastructure and similarity of market risk exposure and materiality. The recoverable amount of the E&E and PP&E assets were determined using judgement and internal estimates.

For the purpose of impairment (reversal) testing, recoverable amounts for each CGU were estimated based on FVLCD methodology which is calculated using the present value of the CGUs' expected future cash flows (after-tax). The cash flow information was derived from a report on the Group's oil and gas reserves which was prepared by an independent qualified reserve evaluator, GLJ Petroleum Consultants ("GLJ") and its latest oil price forecasts. The projected cash flows used in the FVLCD calculation reflect market assessments of key assumptions, including management forecast of long-term commodity prices, inflation rates, and foreign exchange rates (Level 3 fair value inputs). Cash flow forecasts are also based on GLJ's evaluation of the Group's reserves and resources to determine production profiles and volumes, operating costs, maintenance and future development capital expenditures.

The reversal is recognized in profit or loss only to the extent that it reverses an impairment loss that was previously recognized in profit or loss. Any additional increase is accounted for as a revaluation and is recognized in other comprehensive income.

A reversal of an impairment loss shall be recognized immediately in profit or loss. In allocating a reversal of an impairment loss for a cash-generating unit, the carrying amount of an asset shall not be increased above the lower of:

a) Its recoverable amount; and
b) The carrying amount that would have been determined (net of amortization or depreciation) had no impairment loss been recognized for the asset in prior periods.

Future depletion expenses are adjusted to allocate the CGU's revised carrying amount over its remaining useful life.

For the year ended December 31, 2023, the Group performed impairment assessment of its E&E CGU and West Ells CGU for any indicators of impairment due to higher commodity price sensitivity and changing interest rate expectations. Based on the impairment assessment, nil impairment was recognised in profit and loss during the year ended December 31, 2023 Future cash flows were discounted at a pre-tax rate of 14.91% for E&E CGU and 14.95% for West Ells CGU (2022: 16.92% for E&E CGU and 16.61% for West Ells CGU).

Year	Oilfield Costs Inflation %	Exchange 1 CAD = x USD	WTI @Cushing $US/bbl	WCS @ Hardisty $CAD/bbl	Edmonton Light $CAD/bbl	Heavy Oil 12 API @Hardisty $CAD/bbl	AECO Spot ($CAD/MM btu)
2024	0	0.755	72.50	73.92	94.04	66.89	2.01
2025	2	0.755	75.00	78.15	98.01	71.19	3.42
2026	2	0.765	76.99	81.03	101.95	73.76	4.30
2027	2	0.765	78.53	83.05	103.99	75.76	4.39
2028	2	0.765	80.10	86.21	106.07	79.25	4.47
2029	2	0.765	81.70	87.93	108.18	80.86	4.56
2030	2	0.765	83.34	89.70	110.35	82.50	4.65
2031	2	0.765	85.00	91.48	112.55	84.16	4.75
2032	2	0.765	86.70	93.31	114.80	85.87	4.84
2033	2	0.765	88.44	95.19	117.07	87.62	4.94
2033+	2	0.765	escalate oil, gas and product prices at 2% per year thereafter				

During the year ended December 31, 2022, the Company identified indicators of impairment (reversal) in its Exploration and Evaluation (E&E) and West Ells CGU primarily due to higher commodity price sensitivity and changing interest rate expectations. At December 31, 2022, the Company completed impairment (reversal) tests on its E&E CGU and West Ells CGU which resulted in an estimated recoverable value of $236.3 million and $497.6 million respectively based on FVLCD. The estimated recoverable amount of E&E CGU was lower than its carrying value resulting in an impairment of $19.7 million. The recoverable amount of West Ells CGU was above their carrying value, therefore an impairment reversal of $20.0 million was recorded for the year ended December 31, 2022.

Income Taxes

The Company did not recognize any deferred income tax assets, which relate primarily to unrecognized tax losses, for the three and twelve months ended December 31, 2023 and 2022. Recognition of tax losses is based on the Company's consideration of its internal development plan for its asset base and the assumption as to whether or not these tax losses will be utilized before their expiry dates. At December 31, 2023, the Company had total available tax deductions of approximately $1.45 billion, with unrecognized tax losses that expire between 2029 and 2043.

Liquidity and Capital Resources

	December 31, 2023	December 31, 2022
Working capital deficiency	$ 79,458	$ 511,583
Shareholders' equity	91,047	110,009
	$ 170,505	$ 621,592

On February 16, 2023, the Corporation and the Forbearing Holder entered into an interest waiver agreement (the “Interest Waiver Agreement”) pursuant to which the Forbearing Holder agrees to unconditionally and irrevocably waive the interest accrued between January 1, 2023 and December 31, 2023 (the “Waiver of Interest”). Based on the Forbearance Reinstatement and Amending Agreement (“FRAA”) dated August 8, 2021, the waived interest calculated at 10.0% per annum on the outstanding amounts (principal and interests) amounted to US$31.5 million. Save as the Waiver of Interest, all other terms and conditions as stipulated in the FRAA remain unchanged.

On August 8, 2023, the Company and Mr. Sun confirmed the signing of the Forbearance Reinstatement and Amending Agreement (the “2023 FRAA”). The principal terms of the 2023 FRAA include:

- The 2023 FRAA covers the period from September 1, 2023 to August 31, 2025 (“Period of Forbearance 3”);
- Same as the 2023 FRAA executed on August 8, 2021, all outstanding amounts (principal and interests) will continue to be accrued at an interest of 10% per annum until August 31, 2025, unless otherwise waived in separate interest waiver agreements. During the Period of Forbearance 3, there will not be any forbearance fee and yield maintenance premium based on the initial 2016 Forbearing Agreement executed on September 12, 2016.

The directors of the Company believe the entering into of the 2023 FRAA is in the interests of the Company and its shareholders as a whole in view that the 2023 FRAA will provide the Company with additional time to repay or refinance the indebtedness owned by the Company to the noteholders under the Notes, whilst at the same time the financing cost has been substantially lowered to a reasonable market level.

As of December 31, 2023, the Company had incurred unsecured third party debt for a total of USD 55.0 million (CDN 72.8 million equivalent).

The Group has presented the Forbearing part of the Notes as a non-current liability on the Audited consolidated financial statements of Financial Position as at December 31, 2023.

The Group received a demand notice from the Regional Municipality of Wood Buffalo (“RMWB”) in relation to the 2016-2023 municipal property taxes of CAD 15.1 million. The Group was also charged with overdue penalties of CAD 14.9 million. Since then the Group was in active negotiation with RMWB for a settlement plan with proposals to waive overdue penalties. As at the date of this report, the Group believes that notices issued by RMWB relating to property taxes did not comply with relevant legislation and the Company has sought judicial review to determine the effect of non-compliant tax notices on RMWB’s property tax claim.

The Company is involved in various claims including claims described above and actions arising in the course of operations and is subject to various legal actions, pending claims and exposures. Litigation is subject to many uncertainties, and the outcome of individual matters is not predictable with assurance. Unfavorable outcome were to occur against such claims or pending claims, there exists the possibility of a material adverse impact on the Company’s consolidated net income or loss in the period in which the outcome is determined. Accruals for litigation, claims and assessments are recognized if the Company determines that the loss is probable and the amount can be reasonably estimated. The Company believes it has made adequate provision for such claims. While fully supportable in the Company’s view, some of these positions, if challenged may not be fully sustained on review. From time to time, the Company receives liens or claims on accounts payable balances, and the Company continues to work toward resolution of any liens or claims. As at December 31, 2023, the Company had incurred CAD 818,000 Builders’ liens (not related to mineral leases) against them during the ordinary course of business.

The Company received a judgment from the Court of the State of New York, New York County (the “Judgment”) that the Company shall pay the Non-forbearing holder all the amounts due and owing on the Senior Notes issued under the notes indenture dated 8 August 2014 (including principal and interests) in an aggregate amount of US$15,481,013.33 (equivalent to approximately CAD 20,967,000). The judgment was vacated on May 25, 2023. On December 13, 2023, the Company received a judgment from the Court of the State of New York, New York County that the Group should pay the Non-forbearing Holder all the amounts due and owing on the Notes (including principal and interests) in an aggregate amount of US$19,694,218.17(equivalent to approximately CAD 26,048,000). On January 2, 2024 and February 20, 2024, the Group lodged an appeal against the Judgment to the New York court of appeal. The appeal is expected to be held in July 2024. On February 27, 2024, the Non-forbearing Holder tried to execute the judgement by serving restraining notice in the State of New York.

The Notes are translated into Canadian dollars at the year ended exchange rate of $1USD = $1.3226 CAD.

The Group’s strategy is to access sufficient capital, through equity issuances, monetization, joint ventures and the utilization of debt, in order to maintain a capital base that properly supports the objectives of maintaining financial flexibility and of sustaining future development of the business. The Group manages its capital structure in order to continue as a going concern and makes adjustments relative to changes in economic conditions and the Group’s risk profile. In order to manage risk, the Group may from time to time issue shares and adjust its capital spending to manage current working capital deficiency levels. The Group’s liquidity may be adversely affected if the Group’s access to the capital markets is hindered because of financial market conditions generally, or as a result of conditions specific to the Group.

For the twelve months ended December 31, 2023, the Company reported a net loss and comprehensive loss attributable to owner of the Company of $18.7 million. At December 31, 2023, the Company had a working capital deficiency of $79.5 million.

The Group's debt-to-asset ratio, measured on the basis of total liabilities divided by total assets was 88% as at December 31, 2023, compared to 85% as at December 31, 2022.

The Group is exposed to currency risks primarily through senior notes, loans from related companies and shareholders, other loans, interest payables and bank balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The foreign currencies giving rise to this risk are primarily Hong Kong dollar ("HK$"), United States dollar ("US$") and Renminbi ("RMB").

The following table details the Group's exposure as at the reporting date to currency risk arising from recognized assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate.

	2023			2022		
	HK$	US$	RMB	HK$	US$	RMB
	CAD'000	CAD'000	CAD'000	CAD'000	CAD'000	CAD'000
Assets						
Cash and cash equivalents	501	1	5	213	1	11
Loan receivables	-	-	12,049	-	-	12,861
Liabilities						
Loan from related companies	(31,427)	-	(20,411)	(35,645)	-	(18,204)
Loan from a share holder	(19,021)	-	-	(12,342)	-	-
Other loans	(15,454)	-	-	(16,238)	-	-
Senior notes	-	(262,723)	-	-	(269,040)	-
Interest payable	(10,849)	(173,939)	(6,051)	(5,939)	(176,942)	(4,482)
	(76,250)	(436,661)	(14,408)	(69,951)	(445,981)	(9,814)

The Group currently does not have a foreign currency hedging policy. However, management monitors foreign exchange exposure and will consider hedging of significant foreign currency exposure should the need arise.

Royalty Agreement

On August 31, 2021 (Calgary time), the Company entered into a Royalty Agreement (together with its ancillary documents, the "Royalty Agreement") with Burgess Energy Holdings, L.L.C. ("BEH"), pursuant to which, the Corporation has granted to BEH a royalty interest in the bitumen within, upon, under or produced from the royalty lands owned by the Corporation and/or its affiliates, free and clear of any and all encumbrances for an aggregate consideration of CAD 20,000,000 (the "Aggregate Consideration"), subject to the terms and conditions stipulated therein. The arrangement under the Royalty Agreement is perpetual.

On June 8, 2023, the Corporation entered into an amended Royalty Agreement (together with its ancillary documents, the "Amended Royalty Agreement") with BEH, pursuant to which, the Corporation will receive an accelerated payment of CAD $5 million from the aggregate consideration of CAD $20 million, subject to the terms and conditions stipulated therein. In accordance with the Amended Royalty Agreement, the royalty rate calculation for WCS prices above USD $80/bbl is amended. When average daily WCS price of the month is US$80/bbl, the royalty rate is 8.75% and proportionally increases up to a maximum of 25.00% when the WCS price rises to USD $113/bbl (based on the original Royalty Agreement, the royalty rate increases from 8.75% up to a maximum of 15.00% when the WCS price rises to USD $100/bbl).

Commitments and Contingencies

Management estimated the contractual maturities of the Group's obligations. These estimated maturities may differ significantly from the actual maturities of these obligations. For a detailed discussion regarding to the Group's commitments and contingencies, please refer to the Group's audited Consolidated Financial Statements and notes thereto for the three and twelve months period ended December 31, 2023 and with the audited Consolidated Financial Statements and notes thereto for the year ended December 31, 2022.

Transactions with Related Parties

For the twelve months ended December 31, 2023, a consulting company, to which a director of Sunshine is related, charged the Group CAD 0.5 million (December 31, 2022 – CAD 0.5 million) for management and advisory services.

As at December 31, 2023, Mr. Kwok Ping Sun, the Company's Executive Chairman, has beneficial ownership of, or control or direction of 150,232,591 common shares of the Company, which represents approximately 61.70% of the Company's outstanding common shares.

As at December 31, 2023, the Company had loans from related companies and shareholders which are unsecured, interest bearing at 10% per annum. Loans from related companies totaling approximately CAD $51,933,000 are due from 1 to 3 years (December 31, 2022: CAD 53,944,000 are due from 3 months to 3 years). Total loans from shareholders are approximately CAD $19,021,000 are due from 1 to 3 years (December 31, 2022: CAD $12,342,000).

Off-balance Sheet Arrangements

As at December 31, 2023, the Group did not have any other off-balance sheet arrangements.

Subsequent Event

On December 13, 2023, the Company received a judgment from the Court of the State of New York, New York County that the Group should pay the Non-forbearing Holder all the amounts due and owing on the Notes (including principal and interests) in an aggregate amount of approximately US$19,694,000 (equivalent to approximately CAD 26,048,000). On January 2, 2024 and February 20, 2024, the Group lodged an appeal against the Judgment to the New York court of appeal. The appeal is expected to be held in July 2024. On February 27, 2024, the Non-forbearing Holder tried to execute the judgement by serving restraining notice in the State of New York.

Critical Accounting Policies and Estimates

The Group's critical accounting estimates are those estimates having a significant impact on the Group's financial position and operations and that require management to make judgments, assumptions and estimates in the application of IFRS. Judgements, assumptions and estimates are based on historical experience and other factors that management believes to be reasonable under current conditions. As events occur and additional information is obtained, these judgements, assumptions and estimates may be subject to change.

For a detailed discussion regarding to the Group's critical accounting policies and estimates, please refer to Note 4 to the consolidated annual financial statements for the year ended December 31, 2023

Risk Factors

The business of resource exploration, development and extraction involves a high degree of risk. Material risks and uncertainties affecting the Group, their potential impact and the Group's principal risk management strategies are substantially unchanged from those disclosed in the Group's MD&A for the year ended December 31, 2022. The 2023 annual report of the Group will be available at the Group's website at www.sunshineoilsands.com, and the website of the SEHK, www.hkexnews.hk.

Disclosure Controls and Procedures

Gloria Ho, Executive Director of the Board and Chief Financial Officer and Mr. Jiangping Sun, Chief Executive Officer, have designed, or caused to be designed under their supervision, disclosure controls and procedures ("DC&P") to provide reasonable assurance that: (i) material information relating to the Group is made known to the Group's CFO by others, particularly during the period in which the annual and quarterly filings are being prepared; and (ii) information required to be disclosed by the Group in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time period specified in securities legislation. As at December 31, 2023, the Chief Financial Officer and the Chief Executive Officer evaluated the design and operation of the Group's DC&P. Based on that evaluation, the Executive Director of the Board and the Chief Financial Officer and the Chief Executive Officer concluded that the Group's DC&P were effective as at December 31, 2023.

Internal Controls over Financial Reporting

Gloria Ho, Executive Director of the Board and Chief Financial Officer and Mr. Jiangping Sun, Chief Executive Officer, have designed, or caused to be designed under their supervision, internal controls over financial reporting ("ICFR") to provide reasonable assurance regarding the reliability of the Group's financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Furthermore, the Group used the criteria established in "Internal Control – Integrated Framework" published by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework); they have evaluated, or caused to be evaluated under their supervision, the effectiveness of the Group's ICFR at December 31, 2023, and concluded that the Group's ICFR are effective at December 31, 2023 for the foregoing purpose.

No material changes in the Group's ICFR were identified during the three months and year ended December 31, 2023 that have materially affected, or are reasonably likely to materially affect, the Group's ICFR. It should be noted that a control system, including the Group's disclosure and internal controls and procedures, no matter how well conceived, can provide only reasonable, but not absolute, assurance that the objectives of the control system will be met and it should not be expected that the disclosure and internal controls and procedures will prevent all errors or fraud. In reaching a reasonable level of assurance, management necessarily is required to apply its judgment in evaluating the cost/benefit relationship of possible controls and procedures.

ADVISORY SECTION

Non-GAAP Measures

This MD&A includes references to certain measures which do not have a standardized meaning as prescribed by IFRS, such as "operating netbacks" and "Cash flow used in operations", and therefore are considered non-GAAP measures. These non-GAAP measures are commonly used in the oil and gas industry and the Group believes including such measures is useful to investors. Investors are cautioned that these non-GAAP measures should not be construed as an alternative to measures calculated in accordance with IFRS as, given the non-standardized meanings, these measures may not be comparable to similar measures presented by other issuers.

Cash Flow Used in Operations

Cash flow used in operations is non-GAAP measure utilized by the Group to analyze operating performance and liquidity. Cash flow used in operations excludes the net change in non-cash operating working capital and decommissioning expenditures while the IFRS measurement "Net cash used in operating activities" includes these items. Cash flow used in operations is reconciled to Net cash used in operating activities in the table below:

	For the three months ended December 31,		For the twelve months ended December 31,	
($ thousands)	**2023**	2022	**2023**	2022
Net cash used in operating activities	$ (2,385)	$ (5,231)	$ (7,588)	$ (21,325)
Add:				
Net change in non-cash operating working capital items	(1,874)	(1,144)	(12,198)	(2,668)
Cash flow used in operations	$ (4,259)	$ (6,375)	$ (19,786)	$ (23,993)

Forward-Looking Information

Certain statements in this MD&A are forward-looking statements that are, by their nature, subject to significant risks and uncertainties and the Group hereby cautions investors about important factors that could cause the Group's actual results to differ materially from those projected in a forward-looking statement. Any statements that express, or involve discussions as to expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as "will", "expect", "anticipate", "estimate", "believe", "going forward", "ought to", "may", "seek", "should", "intend", "plan", "projection", "could", "vision", "goals", "objective", "target", "schedules" and "outlook") are not historical facts, are forward-looking and may involve estimates and assumptions and are subject to risks (including the risk factors detailed in this MD&A), uncertainties and other factors some of which are beyond the Group's control and which are difficult to predict. Accordingly, these factors could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements.

Since actual results or outcomes could differ materially from those expressed in any forward-looking statements, the Group strongly cautions investors against placing undue reliance on any such forward-looking statements. Statements relating to "reserves" or "resources" are deemed to be forward-looking statements, as they involve the implied assessment, based on estimates and assumptions that the resources and reserves described can be profitably produced in the future. Further, any forward-looking statement speaks only as of the date on which such statement is made and the Group undertakes no obligation to update any forward-looking statement or statements to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events.

All forward-looking statements in this MD&A are expressly qualified by reference to this cautionary statement.

Additional Hong Kong Stock Exchange ("SEHK" or "Stock Exchange") Information

Additional information required by the SEHK and not shown elsewhere in this report is as follows:

Code of Corporate Governance Practice (the "Code")

The Group is committed to maintaining high standards of corporate governance. The Group recognizes that corporate governance practices are fundamental to the effective and transparent operation of a Group and its ability to protect the rights of its shareholders and enhance shareholder value.

As Mr. Alfa Li ("Mr. Li") did not offer himself for re-election at the Annual General Meeting of the Company (the "AGM") held on June 28, 2023 (Hong Kong time) / June 27, 2023 (Calgary time), upon conclusion of the AGM, Mr. Li retired as independent non-executive director and all his offices in the Company ceased accordingly.

Following Li's departure, the Company had two independent non-executive directors and two members of Audit Committee. The Board is fully aware of the requirements: (i) under Rule 3.10(1) of the Hong Kong Listing Rules that an listed issuer should have at least three independent non-executive directors; (ii) Rule 3.21, the audit committee should be comprised of a minimum of three members.

Given the great difficulties in identifying suitable candidates and the impending expiry of the 3-month period under Rule 3.11 on September 28, 2023, the Company submitted an application to the Stock Exchange applying for a waiver from strict compliance of Rules 3.10(1), 3.10A, 3.11 and 3.21 under the Hong Kong Listing Rules for a period of 3 months to December 29, 2023 (the "Waiver"). The Waiver was granted on October 10, 2023.

On December 19, 2023, Ms. Jue Pang ("Ms. Pang") was appointed as an independent non-executive Director, a member of each of the Audit Committee (the "Audit Committee"), the Compensation Committee (the "Compensation Committee") and the Corporate Governance Committee (the "Corporate Governance Committee") of the Corporation with effect from December 19, 2023.

The Company confirms that the Code, as set out in Appendix 14 to the Hong Kong Listing Rules, has been complied with save that the Company is in course of identifying suitable insurers for appropriate insurance coverage for legal actions against the Company's Directors.

Compliance with the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code")

The Group confirms that it has adopted the Model Code, as set out in Appendix 10 to the Hong Kong Listing Rules, following its public listing. Having made specific enquiries with all directors, the directors have confirmed and compiled with the required standard set out in the Model Code and its code of conduct regarding directors' securities transactions.

Movements in Stock Options

The table below presents the movements in stock options for Directors, the chief executive and other executive management of the Group during the year ended December 31, 2023.

Name	December 31, 2022	Granted	Exercised	Forfeited	Expired	December 31, 2023
Kwok Ping Sun	6,000,000	-	-	-	6,000,000	-
Gloria Ho	300,000	-	-	-	300,000	-
Yi He	100,000	-	-	-	-	100,000
Guangzhong Xing	100,000	-	-	-	-	100,000
Sub-total for Directors	6,500,000	-	-	-	6,300,000	200,000
Sub-total for other share option holders	-	-	-	-	-	-
Total	6,500,000	-	-	-	6,300,000	200,000

Please refer to our consolidated financial statements included in the 2023 Annual Report for additional details on our stock option plans and movements for the year ended December 31, 2023.

Fair Value of Share Options Granted

The weighted average fair value of the share options in previous years was CAD 0.6 (2022 – CAD 0.60). Options were valued using the Black-Scholes model. Where relevant, the expected life used in the model has been adjusted based on management's best estimate for the effects of non- transferability, exercise restrictions (including the probability of meeting market conditions attached to the option), and behavioral considerations.

The table below details the input variables used in the Black-Scholes model to determine the fair value of options granted in previous years.

Input variables	2023	2022
Grant date share price ($) after consolidation	0.60	0.60-2.00
Exercise price ($) after consolidation	0.60	0.60-2.00
Expected volatility (%)	63.91	61.88-63.91
Weighted Average Option life (years)	0.69	0.55
Risk-free interest rate (%)	1.48	1.48-1.95
Expected forfeitures (%)	0-15.39	0-15.39

Purchase, Sale or Redemption of Sunshine's Listed Securities

Class "A" Common Shares

General mandate

2023 activity

There was not any purchase, sale or redemption of Sunshine's listed securities as of December 31, 2023.

Shares Outstanding

As at December 31, 2023 the Group has 243,478,681 Class “A” common shares issued and outstanding.

Employees

As at December 31, 2023, the Group has 23 full-time employees. For the three and twelve months ended December 31, 2023, total staff costs amounted to $1.5 million and $6.1 million, respectively.

Dividends

The Group has not declared or paid any dividends in respect of the year ended December 31, 2023 (year ended December 31, 2022 - $Nil).

Review of Annual Results

The audited consolidated financial statements for the Group for the three and twelve months ended December 31, 2023, were reviewed by the Audit Committee of the Group and approved by the Board.

Publication of Information

This annual results report is published on the websites of the SEHK (www.hkexnews.hk) and the Group's website at www.sunshineoilsands.com.

This report is prepared in both English and Chinese and in the event of inconsistency, the English text of this report shall prevail over the Chinese text.

Outlook

Sunshine will continue to focus on cost controls and carefully monitor developments in crude oil markets. As at the date hereof, the Corporation's West Ells project has fully resumed production. The Corporation will continue to work with its joint venture partner for re-activation of the Muskwa and Godin Area activities.

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INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF SUNSHINE OILSANDS LTD.

(Incorporated in the Province of Alberta, Canada with limited liability)

Opinion

We have audited the consolidated financial statements of Sunshine Oilsands Ltd. (the "Company") and its subsidiaries (hereafter collectively referred to as the "Group") set out on pages 56 to 123, which comprise the consolidated statement of financial position as at December 31, 2023, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at December 31, 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board (the "IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs") issued by the International Auditing and Assurance Standards Board (the "IAASB"). Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to the Going Concern

We draw attention to Note 3 to the consolidated financial statements, which indicates that the Group's total current liabilities exceeded its total current assets by approximately CAD79,458,000 as at December 31, 2023. This condition, along with other matters as set forth in Note 3 to the consolidated financial statements, indicates the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

INDEPENDENT AUDITOR'S REPORT
(CONTINUED)

Key Audit Matters (Continued)

Impairment assessment of Exploration and Evaluation ("E&E") Assets

Refer to Note 10 to the consolidated financial statements and the accounting policies on pages 71 and 72.

The key audit matter	How the matter was addressed in our audit
As at December 31, 2023, the carrying amount of the Group's E&E assets was approximately CAD237,971,000. The management of the Company reviewed petroleum properties, which comprise different cash generating units ("CGUs"), for indicators of possible impairment or reversal of impairment by considering events or changes in circumstances. Such events and changes in circumstances included the economic impact on these CGUs resulting from fluctuation of crude oil prices, production costs and change in production and oil reserve volumes. The management of the Company compared the carrying amount of each CGU with its recoverable amount, which was estimated by calculating the fair value less costs of disposal using a discounted cash flow forecast, to determine the amount of impairment or reversal of impairment, if any. In determining fair value less costs of disposal, the estimated future cash flows of contingent resources were discounted to their present value using a post-tax discount rate. The management of the Company applied critical judgement in determining the recoverable amount. The preparation of discounted cash flow forecast involves the exercise of significant management judgement, particularly in estimating for the quantity of contingent resources, future commodity prices, production rates, operating expenses and development costs, as well as a discount rate. The management of the Company engages independent qualified reserves evaluators to evaluate the contingent resources associated with the E&E assets. We have identified the impairment assessment of the E&E assets as a key audit matter because the amount is significant to the consolidated financial statements as a whole and involve the exercise of significant management judgement in estimating the inputs in the impairment assessment models, which have a high degree of auditor judgement, subjectivity and effort in performing procedures relating to the significant assumptions.	Our audit procedures were designed to perform, amongst others: • Understanding the process and testing the design and implementation of the key controls over management's review on impairment assessment of E&E assets. • Examining and challenging management's assessment of impairment indicators, specifically on status of the evaluation and development activities. • Examining the methodology adopted by management in the impairment assessments with reference to the requirements of the prevailing accounting standards. • Evaluating the competence, capabilities, and objectivity of the independent qualified reserves evaluators engaged by the management, and the methodology used by the independent qualified reserves evaluators. • Examining the impairment assessment prepared by the management of the Company, with involving our expert to assist us in assessing whether the management's discount rate and future commodity prices, by comparing it against market data and other external data. • Considering the disclosures in the consolidated financial statements in respect of the impairment assessment of petroleum properties and the key assumptions adopted with reference to the requirements of the prevailing accounting standards.

Key Audit Matters (Continued)

Impairment assessment of property, plant and equipment

Refer to Note 11 to the consolidated financial statements and the accounting policies on pages 72 to 74.

The key audit matter

As at December 31, 2023, the carrying amount of the Group's property, plant and equipment was approximately CAD481,384,000.

The management of the Company performed impairment assessment of the property, plant and equipment by comparing the carrying amount of each CGU with its recoverable amount, which was estimated by calculating the fair value less costs of disposal using a present value of the CGUs' expected future cash flow, to determine the amount of impairment or reversal of impairment, if any. In determining fair value less costs of disposal, the estimated future cash flows of contingent resources were discounted to their present value using a post-tax discount rate. The management of the Company applied critical judgement in determining the recoverable amount.

We have identified the impairment assessment of the property, plant and equipment as a key audit matter because the amount is significant to the consolidated financial statements as a whole and there is involvement of a significant degree of judgements and estimates made by the management of the Company.

How the matter was addressed in our audit

The audit procedures that we performed, amongst others, included:

- Understanding the process and testing the design and implementation of the key controls over management's review on impairment assessment of property, plant and equipment.
- Examining and challenging management's assessment of impairment indicators and the methodology adopted by management in the impairment assessments with reference to the requirements of the prevailing accounting standards.
- Evaluating the competence, capabilities, and objectivity of the independent qualified reserves evaluators engaged by the Group, and the methodology used by the independent qualified reserves evaluators.
- Comparing the forecasted commodity prices used in the estimate of proved and probable reserves to those published by other reserve engineering companies.
- Comparing estimates of forecasted production, forecasted operating, royalty and capital cost assumptions used in the estimate of proved and probable reserves to historical results.
- Examining the impairment assessment prepared by the management of the Company, with involving our expert to assist us in assessing whether the management's discount rate, by comparing it against market data and other external data.
- Evaluating the disclosures in the financial statements in respect of the impairment assessment of the CGUs and the key assumptions adopted with reference to the requirements of the prevailing accounting standards.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Directors of the Company and Audit Committee for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs issued by the IASB and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors of the Company determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Company either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Audit Committee are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion, solely to you, as a body in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors of the Company.

- Conclude on the appropriateness of the Company's directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide audit committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, active taken to eliminate threats or safeguards applied.

From the matters communicated with audit committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Mr. Fung Shing Bun, Spencer.

Prism Hong Kong and Shanghai Limited
Certified Public Accountants
Fung Shing Bun, Spencer
Practising Certificate Number: P07451
Hong Kong, March 22, 2024

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT DECEMBER 31, 2023

	Notes	2023	2022
		CAD'000	CAD'000
Assets			
Current assets			
Trade and other receivables	7	5,424	8,330
Loan receivables	8	-	1,514
Cash and cash equivalents	9	527	542
		5,951	10,386
Non-current assets			
Exploration and evaluation assets	10	237,971	235,044
Property, plant and equipment	11	481,384	485,222
Right-of-use assets	12(a)	5,983	5,720
Other receivables	7	2,594	-
Loan receivables	8	12,049	11,347
		739,981	737,333
Total assets		745,932	747,719
Liabilities and shareholders' equity			
Current liabilities			
Trade payables, interest payables and accrued liabilities	13	72,450	233,330
Loans from related companies	15	-	15,200
Other loans	14(a)	1,839	4,008
Senior notes	14(b)	10,581	269,040
Lease liabilities	12(b)	539	391
		85,409	521,969
Non-current liabilities			
Interest payables	13	181,556	7,470
Loans from related companies	15	51,933	38,744
Loans from shareholders	16	19,021	12,342
Other loans	14(a)	13,615	12,230
Senior notes	14(b)	252,142	-
Lease liabilities	12(b)	1,380	811
Provisions	17	49,829	44,144
		569,476	115,741
Total liabilities		654,885	637,710

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT DECEMBER 31, 2023

(CONTINUED)

	Notes	2023	2022
		CAD'000	CAD'000
Shareholders' equity			
Share capital	18	1,315,265	1,315,265
Reserve for share-based compensation		76,416	76,416
Capital reserve		(4,453)	(4,453)
Exchange fluctuation reserve		(455)	(1,042)
Accumulated deficit		(1,294,508)	(1,275,178)
Equity attributable to owners of the Company		92,265	111,008
Non-controlling interests		(1,218)	(999)
Total shareholders' equity		91,047	110,009
Total liabilities and shareholders' equity		745,932	747,719

Going concern	3
Commitments and contingencies	31
Subsequent events	36

The consolidated financial statements on pages 56 to 123 were approved and authorised for issue by the board of directors on March 22, 2024 and are signed on its behalf by:

David Yi He,
Independent Non-Executive Director

Kwok Ping Sun,
Executive Director

The accompanying notes form part of these annual consolidated financial statements.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED DECEMBER 31, 2023

	Notes	2023	2022
		CAD'000	CAD'000
Revenue	19	29,555	14,667
Other income	21	9,822	2,864
Reversal of impairment loss on property, plant and equipment		-	20,028
Total revenue and income		39,377	37,559
Expenses			
Diluent costs		(12,462)	(6,984)
Transportation costs		(9,531)	(3,926)
Operating costs		(17,068)	(18,942)
Depletion and depreciation		(8,610)	(3,870)
Impairment loss on exploration and evaluation assets		-	(19,653)
Impairment loss on financial assets, net of reversal		(337)	(78)
General and administrative costs		(12,553)	(11,064)
Finance costs	22	(10,125)	(8,737)
Total expenses		(70,686)	(73,254)
Other gain (loss)			
Foreign exchange gain (loss), net		11,683	(30,010)
Loss before income tax		(19,626)	(65,705)
Income tax expenses	28	-	-
Loss for the year	23	(19,626)	(65,705)
Loss for the year attributable to:			
Owners of the Company		(19,330)	(65,403)
Non-controlling interests		(296)	(302)
		(19,626)	(65,705)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED DECEMBER 31, 2023

(CONTINUED)

	Note	2023	2022
		CAD'000	CAD'000
Other comprehensive income (expense)			
Items that will not be reclassified subsequently to profit or loss			
Exchange differences arising on translation of financial statements from functional currency to presentation currency		664	(653)
Other comprehensive income (expense) for the year		664	(653)
Total comprehensive expenses for the year		(18,962)	(66,358)
Total comprehensive expenses for the year attributable to:			
Owners of the Company		(18,743)	(66,042)
Non-controlling interests		(219)	(316)
		(18,962)	(66,358)
Loss per share	24		
Basic and diluted (CAD cents)		(7.94)	(26.86)

The accompanying notes form part of these annual consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2023

	Attributable to owners of the Company							
	Share capital	**Reserve for share-based compensation**	**Capital reserve**	**Exchange fluctuation reserve**	**Accumulated deficit**	**Total**	**Non-controlling interests**	**Total equity**
	CAD'000	CAD'000	CAD'000	CAD'000	CAD'000	CAD'000	CAD'000	CAD'000
Balance as at January 1, 2023	1,315,265	76,416	(4,453)	(1,042)	(1,275,178)	111,008	(999)	110,009
Loss for the year	-	-	-	-	(19,330)	(19,330)	(296)	(19,626)
- Exchange differences arising on translation of financial statements from functional currency to presentation currency	-	-	-	587	-	587	77	664
Total comprehensive income (expense) for the year	-	-	-	587	(19,330)	(18,743)	(219)	(18,962)
Balance as at December 31, 2023	1,315,265	76,416	(4,453)	(455)	(1,294,508)	92,265	(1,218)	91,047

The accompanying notes form part of these annual consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2023

(CONTINUED)

	Attributable to owners of the Company							
	Share capital	**Reserve for share-based compensation**	**Capital reserve**	**Exchange fluctuation reserve**	**Accumulated deficit**	**Total**	**Non-controlling interests**	**Total equity**
	CAD'000	CAD'000	CAD'000	CAD'000	CAD'000	CAD'000	CAD'000	CAD'000
Balance as at January 1, 2022	1,315,265	76,416	(4,453)	(403)	(1,209,775)	177,050	(683)	176,367
Loss for the year	-	-	-	-	(65,403)	(65,403)	(302)	(65,705)
- Exchange differences arising on translation of financial statements from functional currency to presentation currency	-	-	-	(639)	-	(639)	(14)	(653)
Total comprehensive expense for the year	-	-	-	(639)	(65,403)	(66,042)	(316)	(66,358)
Balance as at December 31, 2022	1,315,265	76,416	(4,453)	(1,042)	(1,275,178)	111,008	(999)	110,009

The accompanying notes form part of these annual consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2023

	2023	2022
	CAD'000	CAD'000
Operating activities		
Loss before income tax	(19,626)	(65,705)
Adjustments for:		
Depletion and depreciation	8,610	3,870
Unrealised foreign exchange (gain) loss	(11,851)	29,408
Income recognised in relation to the bitumen royalty agreement	(5,000)	-
Interest income	(7)	(6)
Written-off on trade payables	(2,374)	-
Impairment loss on financial assets, net of reversal	337	78
Impairment loss on exploration and evaluation assets	-	19,653
Reversal of impairment loss on property, plant and equipment	-	(20,028)
Finance costs	10,125	8,737
Operating cash flows before movements in working capital	(19,786)	(23,993)
Decrease (increase) in trade and other receivables	104	(3,987)
Increase in trade payables and accrued liabilities	12,094	6,655
Net cash used in operating activities	(7,588)	(21,325)
Investing activities		
Payments for property, plant and equipment	(547)	(543)
Payments for exploration and evaluation assets	(2,234)	(1,053)
Interest received	7	6
Net cash used in investing activities	(2,774)	(1,590)
Financing activities		
Advance from related companies' loans	265	11,099
Advance from shareholders' loans	6,991	11,792
Advance from other loans	1,440	1,969
Repayment to other loans	(1,780)	(284)
Repayment of lease liabilities	(583)	(713)
Payments for finance costs	(512)	(636)
Repayment of related companies' loans	(455)	(98)
Proceeds from bitumen royalty agreement	5,000	-
Net cash generated from financing activities	10,366	23,129
Net increase in cash and cash equivalents	4	214
Cash and cash equivalents, beginning of year	542	312
Effect of foreign exchange rate changes	(19)	16
Cash and cash equivalents, end of year	527	542

The accompanying notes form part of these annual consolidated financial statements.

1. CORPORATE INFORMATION

Sunshine Oilsands Ltd. (the "Company") was incorporated under the laws of the Province of Alberta on February 22, 2007. Its ultimate controlling party is Mr. Kwok Ping Sun ("Mr. Sun"). The address of its principal place of business is 1100, 700 – 6th Avenue S.W., Calgary, Alberta, Canada T2P 0T8 and subsequently with effective from July 8, 2022, was changed to Suite 1910, 715-5th Ave SW, Calgary AB, T2P 2X6. The Company's shares were listed on the Stock Exchange of Hong Kong Limited ("SEHK") on March 1, 2012 pursuant to an initial public offering ("IPO") and trades under the stock code symbol of "2012". On November 16, 2012, the Company completed a listing of its common shares on the Toronto Stock Exchange ("TSX") and traded under the symbol of "SUO". On September 30, 2015, the Company completed a voluntary delisting from the TSX. The Company continues to be a reporting issuer in Canada.

The Company and its subsidiaries (together referred to as the "Group") is engaged in the evaluation and the development of oil properties for the production of crude oil products in the Athabasca oilsands region in Alberta, Canada. Details of the subsidiaries are set out in note 33.

The consolidated financial statements are presented in Canadian Dollars ("CAD") which is the same as the functional currency of the Company.

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs")

In the current year, the Group has applied, for its first time, the following new and amendments to IFRSs issued by the International Accounting Standards Board (the "IASB") which are effective for the Group's financial year beginning on January 1, 2023.

IFRS 17 (including the June 2020 and December 2021 amendments to IFRS 17)	Insurance Contracts
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to IAS 8	Definition of Accounting Estimates
Amendments to IAS 12	Deferred Tax Related to Assets and Liabilities arising from a Single Transaction
Amendments to IAS 12	International tax reform – Pillar Two Model Rules

The application of the new and amendments to IFRSs in the current year has had no material impact on the Group's financial performance and position for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (CONTINUED)

Amendments to IFRSs issued but not yet effective

The Group has not early applied the following amendments to IFRSs and interpretation that have been issued but are not yet effective:

Amendments to IFRS 16	Lease Liability in a Sale and Leaseback[1]
Amendments to IAS 1	Classification of Liabilities as Current or Non-current[1]
Amendments to IAS 1	Non-current Liabilities with Covenants[1]
Amendments to IAS 7 and IFRS 7	Supplier Finance Arrangements[1]
Amendments to IAS 21	Lack of Exchangeability[2]
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3]

[1] *Effective for annual periods beginning on or after January 1, 2024*

[2] *Effective for annual periods beginning on or after January 1, 2025*

[3] *Effective for annual periods beginning on or after a date to be determined*

The directors of the Company anticipate that, the application of the amendments to IFRSs will have no material impact on the results and the financial position of the Group.

3. MATERIAL ACCOUNTING POLICY INFORMATION

Basis of preparation

These consolidated financial statements have been prepared in accordance with IFRSs. The consolidated financial statements have been prepared on historical cost basis.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the principal (or most advantages) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. Details of fair value measurement are explained in the accounting policies set out below.

The material accounting policies are set out below.

Going concern assessment

As at December 31, 2023, the Group’s total current liabilities exceeded its total current assets by approximately CAD79,458,000. Notwithstanding the above results, the consolidated financial statements have been prepared on a going concern basis, the validity of the going concern basis is dependent upon the success of the Group’s future operations, its ability to generate adequate cash flows in order to meet its obligations as and when fall due and its ability to refinance or restructure its borrowings such that the Group can meet its future working capital and financing requirements.

Also, the directors of the Company are of the opinion that the Group will be able to finance its future financing requirements and working capital based on the following considerations:

- The ultimate controlling party, Mr. Sun, has agreed to provide financial support for the continuing operations of the Company so as to enable it to meet its liabilities when they fall due for the foreseeable future;

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Basis of preparation (continued)

Going concern assessment (continued)

- The related companies have agreed to provide financial support for the continuing operations of the Company so as to enable it to meet its liabilities when they fall due for the foreseeable future and not call for any principal and accrued interest amounting approximately CAD66,818,000, until the Group is in a financial position to do so;
- The shareholders of the loan from shareholders have agreed to provide financial support for the continuing operations of the Company so as to enable it to meet its liabilities when they fall due for the foreseeable future and not call for any principal and accrued interest amounting approximately CAD21,040,000, until the Group is in a financial position to do so;
- Successful defenses and/or the orderly negotiations of judgements and settlement payment plans for the payables and litigation claims may be achieved; and
- The directors of the Company have reviewed the Group's cash flow projections which cover a period of not less than twelve months for the twelve months ending December 31, 2024.

In view of the above, the directors of the Company are of the opinion that there will be sufficient financial resources available to the Group to enable it to meet its liabilities as and when they fall due and to continue as a going concern. Accordingly, the directors of the Company have prepared the consolidated financial statements on a going concern basis.

Despite the aforementioned factors, significant uncertainties persist regarding the Company's directors' ability to execute the outlined plans and initiatives. This includes uncertainty surrounding the major shareholder's capacity and commitment to fulfilling promises of funding working capital to the Company. Additionally, uncertainties loom over the potential outcomes and timing of litigation claims against the Company (note 31(b)), which could result in adverse judgements or in the case of enforcement of judgements, thereby posing a substantial disruption to the Company's operations. The Group's ability to continue as a going concern hinges upon its capacity to generate sufficient financing and operational cash flows in the near term, as well as secure ongoing financial support from its ultimate controlling parties and senior note holders.

Should the Group be unable to continue to operate as a going concern, adjustments would have to be made to write down the value of assets to their recoverable amounts, to provide for further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effect of these adjustments has not been reflected in these financial statements.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries.

Control is achieved where the Group has:

- power over the investee;
- exposure, or rights, to variable returns from its involvement with the investee; and
- the ability to use its power over the investee to affect the amount of the Group's returns.

When the Group has less than a majority of the voting rights of an investee, power over the investee may be obtained through: (i) a contractual arrangement with other vote holders; (ii) rights arising from other contractual arrangements; (iii) the Group's voting rights and potential voting rights; or (iv) a combination of the above, based on all relevant facts and circumstances.

The Group reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control stated above.

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Basis of consolidation (continued)

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary.

Income and expenses of subsidiaries are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income of subsidiaries are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group are eliminated in full on consolidation.

Revenue from contracts with customers

Revenue is recognised to depict the transfer of promised goods and services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services to a customer. Specifically, the Group uses a five-step approach to recognise revenue:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the Group satisfies a performance obligation.

The Group recognised revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to customers.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer, excludes amounts collected on behalf of third parties, discounts and sales related taxes.

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Revenue from contracts with customers (continued)

Sales of goods

Revenue from the sales of crude oil products is recognised based on the floating prices specified in contracts with customers and when control of the product transfers to the customers and collection is reasonably assured. The sales or transaction price of the Group's crude oil products to customers are made pursuant to contracts based on prevailing commodity pricing and adjusted by quality and equalisation adjustments. The revenue is collected on the 25th day of the month following sales.

Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

Leasing

Definition of a lease

A contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract or modification date or acquisition date, as appropriate. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less from the commencement date and do not contain a purchase option) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

<u>Lease liabilities</u>

At the commencement date, the Group measures lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted by using the interest rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date; and
- the amount expected to be payable by the lessee under residual value guarantees;

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Leasing (Continued)

The Group as lessee (Continued)

The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

Lease liability is remeasured (and with a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using revised discount rate.
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

Right-of-use assets

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date and any initial direct costs, less lease incentives received. Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37 *Provision, Contingent Liabilities and Contingent Assets*. The costs are included in the related right-of-use asset unless those costs are incurred to produce inventories.

Right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. They are depreciated over the shorter period of lease term and useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The Group presents right-of-use assets as a separate line item in the consolidated statement of financial position.

The Group applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss.

When the Group obtains ownership of the underlying leased assets at the end of the lease term upon exercising purchase options, the carrying amount of the relevant right-of-use asset is transferred to property, plant and equipment.

Lease modification

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the lease increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Leasing (Continued)

The Group as lessee (Continued)

Lease modification (Continued)

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. CAD) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange fluctuation reserve (attributed to non-controlling interests as appropriate).

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in consolidated statement of profit or loss and other comprehensive income on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income/a deduction from the carrying amount of the relevant asset in the consolidated statement of financial position and transferred to consolidated statement of profit or loss and other comprehensive income on a systematic and rational basis over the useful lives of the related assets.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in consolidated statement of profit or loss and other comprehensive income in the period in which they become receivable.

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Retirement benefits costs and termination benefits

Payments to the defined contribution plans, state-managed retirement benefit schemes, the Mandatory Provident Fund Scheme (the “MPF scheme”) and the Employee Provident Fund (the “EPF scheme”) and Canada Pension Plan (“CPP”) are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from “ profit (loss) before taxation” as reported in the consolidated statement of profit or loss and other comprehensive income because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group’s liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of each reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of the transaction does not give rise to equal taxable and deductible temporary differences.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of each reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of each reporting period, to recover or settle the carrying amount of its assets and liabilities.

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Taxation (Continued)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority on either (i) the same taxable entity; or (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 *Income Taxes* requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption. Temporary differences arising from subsequent revision to the carrying amounts of right-of-use assets and lease liabilities, resulting from remeasurement of lease liabilities and lease modifications, that are not subject to initial recognition exemption are recognised on the date of remeasurement or modification.

Current and deferred tax are recognised in profit or loss.

Oil and natural gas exploration and development expenditures

Exploration and evaluation ("E&E") assets

E&E assets are those expenditures for an area where technical feasibility and commercial viability have not yet been determined. These costs include unproved property acquisition costs, geological and geophysical costs, E&E drilling, directly attributable general and administrative costs (including share-based compensation costs), borrowing costs, consequential operating costs net of revenues and the initial estimate of any decommissioning obligation associated with the assets. The costs directly associated with an exploration well are capitalised as E&E assets until the drilling of the well is completed and the results have been evaluated.

Pre-acquisition costs for oil and gas assets are recognised in the consolidated statement of profit or loss and other comprehensive income when incurred. Acquisition of undeveloped mineral leases is initially capitalised as E&E assets and charged to consolidated statement of profit or loss and other comprehensive income upon the expiration of the lease, impairment of the asset or management's determination that no further E&E activities are planned on the lease, whichever comes first. E&E assets can be further broken down into tangible and intangible assets. Intangible costs are all costs considered necessary to drill a well and ready a site prior to the installation of the production equipment. Tangible drilling costs are those incurred to purchase and install the production equipment and include production facilities.

The decision to transfer assets from E&E to development and producing assets (included in property, plant and equipment) occurs when the technical feasibility and commercial viability of the project are determined, based on proved and probable reserves being assigned to the project. If commercial reserves are found, E&E are tested for impairment and transferred to appraisal and development tangible assets as part of property, plant and equipment. No depreciation and/or amortisation is charged during the E&E phase.

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Oil and natural gas exploration and development expenditures (Continued)

Impairment

If no economically recoverable reserves are found upon evaluation, the E&E assets are tested for impairment and the difference between the carrying amount and the recoverable amount are charged to the consolidated statement of profit or loss and other comprehensive income. If extractable reserves are found and, subject to further appraisal activity which may include the drilling of additional wells, are likely to be developed commercially, the costs continue to be carried as an intangible asset while progress is made in assessing the commerciality of the reserves. All such carried costs are subject to technical, commercial and management review as well as review for indicators of impairment at the end of each reporting period to confirm the continued intent to develop or otherwise extract value from the discovery. Lack of intent to develop or otherwise extract value from such discovery would result in the relevant expenditures being charged to the consolidated statement of profit or loss and other comprehensive income. When economically recoverable reserves are determined and development is approved, the relevant carrying value is transferred to property, plant and equipment.

E&E assets are assessed for the indicators of impairment at the end of each reporting period. The assessment for impairment is completed on a CGU basis. After impairment is assessed, any carrying amounts which exceed recoverable amounts, by CGU, on the E&E assets are written down to the recoverable amount through the consolidated statement of profit or loss and other comprehensive income.

Impairment losses recognition are assessed at each reporting date for any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimate used to determine the recoverable amount. The reversal of an impairment loss is reversed to the extent that the carrying amount of the asset does not exceed the carrying amount that would have been determined if no impairment loss had been recognised.

Property, plant and equipment

Property, plant and equipment comprises mainly computers and office equipment and development and production assets (includes crude oil products assets), The initial cost of a property, plant and equipment consists of its purchase price or construction cost, any costs directly attributable to bringing the asset into operation, the initial estimate of the decommissioning obligation associated with the asset and, for qualifying assets, borrowing costs. The purchase price or construction cost is the aggregate amount paid, including the fair value of any other consideration given to acquire the asset. Property, plant and equipment are carried at cost less the total of accumulated depletion, depreciation and impairment losses.

Turnaround costs

Turnaround costs, which are the costs related to the turnaround of a capital project, such as those costs incurred to ensure safety of the worksite and preservation of an asset that are not directly attributable to the development of an asset are expensed through the consolidated statements of profit and loss and other comprehensive income.

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Property, plant and equipment (Continued)

Maintenance and repairs

Major repairs and maintenance consist of replacing assets or substantial parts of an asset. Where an asset or substantial part of an asset is replaced and it is probable that future economic benefits associated with the replacement will flow to the Group, the expenditure is capitalised and depreciated the decreasing charge over the remaining life of the asset. The net carrying value of the asset or substantial part being replaced is derecognised at the time the replacement is capitalised. All other maintenance costs are expensed as incurred.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

Depletion and depreciation

Depletion of development and production costs (crude oil products assets), included in property, plant and equipment, and production equipment are measured on the unit-of-production method based upon estimated proved plus probable recoverable oil and natural gas reserves before royalties in each CGU as determined by independent engineers.

Depreciation of office furniture, equipment, computers and vehicles included in property, plant and equipment are depreciated on a declining balance basis between 20% to 30% per year.

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Impairment losses on property, plant and equipment and right-of-use assets

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment and right-of-use assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit ("CGU") to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGU, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation can be identified.

Recoverable amount is the higher of fair value less costs of disposal ("FVLCD") and value in use ("VIU"). In assessing VIU, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Impairment losses on property, plant and equipment and right-of-use assets (Continued)

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or the CGU) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a CGUs, the Group compares the carrying amount of a group of CGUs, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of CGUs, with the recoverable amount of the group of CGUs. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of CGUs. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of CGUs. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or the CGU) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or the CGU) in prior years. A reversal of an impairment loss is recognised as income immediately in profit or loss.

Cash and cash equivalents

Bank balances and cash in the consolidated statement of financial position comprise cash at banks and on hand and short-term deposits with a maturity of three months or less. For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts.

Investments in subsidiaries

Investments in subsidiaries are stated on the statement of financial position of the Company at cost less accumulated impairment loss.

Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value, except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15 *Revenue from Contracts with Customers*. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the cost of the financial assets or financial liabilities, as appropriate, on initial recognition.

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

The classification of financial assets at initial recognition depends on the financial asset’s contractual cash flow characteristics and the Group’s business model for managing them.

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Financial assets at amortised cost (debt instruments)

The Group measures financial assets subsequently at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment.

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses ("ECL"), through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including ECL, to the amortised cost of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost. For financial assets other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

For purchased or originated credit-impaired financial assets, the Group recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired.

Interest income is recognised in profit or loss and is included in the "Other income" line item (note 21).

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets

The Group recognises a loss allowance for ECL on investments in debt instruments that are measured at amortised cost. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables. The ECL on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group measures the loss allowance equal to 12-month ECL, unless there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increase in the likelihood or risk of a default occurring since initial recognition.

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Significant increase in credit risk (Continued)

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if i) the financial instrument has a low risk of default, ii) the debtor has a strong capacity to meet its contractual cash flow obligations in the near term, and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of 'performing'. Performing means that the counterparty has a strong financial position and there is no past due amounts.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the debtor; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

The Group considers that default has occurred when a financial asset is more than 30 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over 12 months past due, whichever occurs sooner. Financial assets written-off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Financial instruments (Continued)

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company’s own equity instruments.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

Financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, and financial guarantee contracts issued by the Group, are measured in accordance with the specific accounting policies set out below.

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not 1) contingent consideration of an acquirer in a business combination, 2) held-for-trading, or 3) designated as at fair value through profit or loss , are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group’s obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

Provisions including decommissioning costs are measured at the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

Decommissioning costs and liabilities for statutory, contractual, constructive or legal obligations associated with site restoration and abandonment of tangible long-lived assets are initially measured at a fair value which approximates to the costs the Group would incur in performing the tasks necessary to abandon the field and restore the site. Fair value is recognised in the consolidated statement of financial position at the present value of expected future cash outflows to satisfy the obligation as a liability, with a corresponding increase in the related asset, and is depleted using the unit-of-production method over the estimated remaining proved plus probable oil and gas reserves before royalties as appropriate.

Subsequent to initial measurement, the effect of the passage of time on the liability for the decommissioning obligation (accretion expense) is recognised in the consolidated statement of profit or loss and other comprehensive income as finance costs. Actual costs incurred upon settlement of the obligation are charged against the obligation to the extent of the liability recorded. Any difference between the actual costs incurred upon settlement of the obligation and the recorded liability is recognised as a gain or loss in the consolidated statement of profit or loss and other comprehensive income in the period in which the settlement occurs.

Equity-settled share-based payment transactions

Share options issued to employees

Equity-settled share-based compensation to directors and employees are measured at the fair value of the equity instruments, less the fair value of the proceeds received on issuing the equity instruments at the issue date.

The fair value of the equity instruments, including share options or warrants, expected to vest as determined at the issue date of the equity-settled share-based compensation is expensed on a graded vesting basis over the vesting period, unless the services are directly attributable to qualifying assets, with a corresponding increase in reserve for share-based compensation.

At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to ultimately vest. The impact of the revision of the original estimates, if any, is recognised in the consolidated statement of profit or loss and other comprehensive income such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to reserve for share-based compensation.

When share options are exercised the amount previously recognised in share options reserve will be transferred to share capital when the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will continue to be held in share options reserve.

The Group records compensation expense at the date of issue, based on fair value and management's best estimates.

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Equity-settled share-based payment transactions (Continued)

Share options issued to non-employees

Equity-settled share-based compensation transactions, with parties other than employees and directors, are measured at the fair value of the goods or services received, except where fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments issued, measured at the date the entity obtains the goods or the counterparty renders the service. The fair values of the goods or services received are recognised as expenses, with a corresponding increase in equity (reserve for share-based compensation), when the Company obtains the goods or when the counterparties render services, unless the goods or services qualify for recognition as assets or directly attributable to qualifying assets.

Fair value measurement

When measuring fair value except value in use of exploration and evaluation assets, property, plant and equipment and right-of-use assets for the purpose of impairment assessment, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. Specifically, the Group categorised the fair value measurements into three levels, based on the characteristics of inputs, as follow:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

At the end of the reporting period, the Group determines whether transfer occur between levels of the fair value hierarchy for assets and liabilities which are measured at fair value on recurring basis by reviewing their respective fair value measurement.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3 to the consolidated financial statement, the directors of the Company are required to make judgements, estimates and assumptions about the amounts of assets, liabilities, revenue and expenses reported and disclosures made in the consolidated financial statements. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying the entity's accounting policies

The following are the critical judgements, apart from those involving estimates, that management has made in applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Going concern

In the process of applying the Group's accounting policies, apart from those involving estimations, management has prepared the consolidated financial statements on the assumption that the Group will be able to operate as a going concern in the coming year, which is a critical judgement that has the most significant effect on the amounts recognised in the consolidated financial statements. The assessment of the going concern assumption involves making a judgement by the directors of the Company, at a particular point of time, about the future outcome of events or conditions which are inherently uncertain. The directors of the Company consider that the Group has the capability to continue as a going concern and the major events or conditions, which may give rise to business risks, that individually or collectively may cast significant doubt upon the going concern assumption are set out in note 3 to the consolidated financial statements.

Key sources of estimation uncertainty

The followings are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Oil and gas reserves

The process of estimating quantities of reserves is inherently uncertain and complex. It requires significant judgements and decisions based on available geological, geophysical, engineering and economic data. These estimates may change substantially as additional data from ongoing development activities and production performance becomes available and as economic conditions impacting oil and gas prices and costs change. Reserve estimates are based on, among other things, forecasts of production, prices, cost estimates and economic conditions.

Reserve estimates are critical to many accounting estimates including:

- determining whether or not an exploratory well has found economically recoverable reserves. Such determinations involve the commitment of additional capital to develop the field based on current estimates of production, prices and other economic conditions;

- calculating unit-of-production depletion rates. Proved plus probable reserves are used to determine rates that are applied to each unit-of-production in calculating depletion expense; and

- assessing development and production assets for impairment. Estimated future net cash flows used to assess impairment of the Group's development and production assets are determined using proved plus probable reserves.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Key sources of estimation uncertainty (Continued)

Depletion and impairment of property, plant and equipment and exploration and evaluation assets

The amounts recorded for depletion and impairment of property, plant and equipment crude oil assets are based on estimates. These estimates include proved and probable reserves, production rates, future oil prices, future development costs, remaining lives and periods of future benefits of the related assets and other relevant assumptions.

The Group's reserve estimates are evaluated annually pursuant to the parameters and guidelines stipulated under the Canadian Oil and Gas Evaluation Handbook ("COGEH"). Changes in reserve estimates impact the financial results of the Group as reserves and estimated future development costs are used to calculate depletion and are also used in impairment calculations.

The decision to transfer exploration and evaluation assets to property, plant and equipment crude oil is based on the estimated proved and probable reserves which are in part used to determine a project's technical feasibility and commercial viability.

For impairment testing, property, plant and equipment (crude oil assets) and exploration and evaluation assets are aggregated into CGUs, based on management's judgement in defining the smallest identifiable groups of assets that generate cash inflows that are largely independent of the cash flows from other assets or groups of assets. CGUs are determined by similar geological structure, shared infrastructure, geographical proximity, commodity type, similar exposure to market risks and materiality.

Exploration and evaluation assets are reviewed for possible impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. Determination as to whether and how much an asset is impaired involve management estimates and judgements such as future prices of oil and production profile. Management uses all readily available information in determining an amount that is a reasonable approximately of recoverable amount, including estimates basis on reasonable and supportable assumptions and projections of future oil prices and production profile.

The discount rate used to calculate the net present value of cash flows for impairment testing is based on estimates of market conditions, recent asset sales and an approximate company and industry peer group weighted average cost of capital. Changes in the general economic environment could result in significant changes to this estimate.

The forecasted Western Canada Select (WCS) price utilised in the computation of the net present value of cash flows for impairment testing is obtained through examination of historical engineering forecasts in comparison to actual WCS prices. The accuracy of the engineer's WCS forecast is subject to fluctuations in global oil demand and supply dynamics, geopolitical tensions, regulatory changes impacting the oil industry, technological advancements affecting oil extraction and refining processes, as well as environmental considerations and their implications on oil production and consumption patterns. Additionally, market sentiments, currency fluctuations, and unforeseen events such as natural disasters or global economic downturns can significantly influence the WCS price trajectory.

The impairment test, if conducted, was performed with the sole objective of assessing whether the recoverable amount exceeds the carrying amount of the assets, utilising the available information and assumptions at the time of evaluation by the Company. Therefore, the impairment test inherently entails a significant level of uncertainty and volatility, and the conclusions drawn are subject to various limitations and external factors beyond the Company's control.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Key sources of estimation uncertainty (Continued)

Depletion and impairment of property, plant and equipment and exploration and evaluation assets (continued)

The determination of the recoverable amount in the impairment test relies on numerous assumptions, encompassing the accuracy and comprehensiveness of both financial and non-financial data provided. Additionally, it relies on the successful execution of engineering reports or relevant assessments and the occurrence of transactions in an orderly and highly efficient market. Fluctuations in the external environment, market conditions, regulatory frameworks, technological advancements, and unforeseen events can notably influence the recoverable amounts of the subject CGUs under evaluation.

Moreover, the realisation of the estimated recoverable amount is contingent upon the effective execution of the Company's strategies, the attainment of projected financial performance, and the general performance of the industry in which the Company operates. There are significant inherent uncertainties and constraints associated with impairment tests, as well as the potential impact of unforeseen events on the calculation of the recoverable amount.

Decommissioning costs

A provision is required to be recognised for the future retirement obligations associated with the Group’s assets. The decommissioning provision is based on estimated costs, taking into account of the anticipated method and extent of restoration consistent with legal, regulatory and construction requirements, technological advances and the possible use of the site. Since these estimates are specific to the sites involved, there are many individual assumptions underlying the amount provided. These individual assumptions can be subject to change based on actual experience and a change in one or more of these assumptions could result in a materially different amount.

The impairment provisions for trade and other receivables and loan receivables are based on assumptions about ECL. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the number of days that an individual receivable is outstanding as well as the Group’s historical experience and forward-looking information at the end of the reporting period. Changes in these assumptions and estimates could materially affect the result of the assessment and it may be necessary to make additional impairment charge to the consolidated statement of profit or loss and other comprehensive income.

As at December 31, 2023, the carrying amounts of trade and other receivables and loan receivables are approximately CAD6,669,000 (2022: CAD5,023,000) and CAD12,049,000 (2022: CAD12,861,000) respectively, with accumulated loss allowance on trade and other receivables and loan receivables of approximately CAD324,000 (2022: CAD95,000) and CAD1,041,000 (2022: CAD933,000) respectively.

Share-based compensation

The Company recognises compensation expense on options and stock appreciation rights (“SARs”) granted. Compensation expense is based on the estimated fair value of each option, preferred share and stock appreciation right at its grant date, the estimation of which requires management to make assumptions about future volatility of the Company’s stock price, future interest rates, future forfeiture rates and the timing with respect to exercise of the instruments. The effects of a change in one or more of these variables could result in a materially different fair value.

Income taxes

The calculation of deferred income taxes is based on a number of assumptions, including estimating the future periods in which temporary differences, tax losses and other tax credits will reverse. Tax interpretations, regulations, and legislation in the various jurisdictions in which the Company and its subsidiaries operate are subject to change.

5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes other loans and senior notes in note 14, loans from related companies in note 15 and loans from shareholders in note 16, net of cash and cash equivalents disclosed in note 9 and equity attributable to owners of the Company, comprising issued share capital, reserves and accumulated deficit.

The directors of the Company review the capital structure regularly. As part of this review, the directors of the Company consider the cost of capital and risks associated with each class of capital. Based on recommendations of the directors of the Company, the Group will balance its overall capital structure through the payment of dividends, new share issues and issue of new debt.

6. FINANCIAL INSTRUMENTS

Categories of financial instruments

	2023	**2022**
	CAD'000	CAD'000
Financial assets		
Financial assets at amortised cost (including cash and cash equivalents)	19,245	18,426
Financial liabilities		
Financial liabilities at amortised cost	603,137	592,364

Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, loan receivables, cash and cash equivalents, trade payables, interest payables and accrued liabilities, loans from related companies, loans from shareholders, other loans and senior notes. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments included market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

Market risk is the risk that changes in market prices will affect the Group's net loss. The objective of market risk management is to manage and control market risk exposures within acceptable limits. There have been no changes over the prior year to the Group's objectives, policies or processes to manage market risks.

(a) Price risk

Commodity price risk is the risk that the value of future cash flows will fluctuate as a result of changes in commodity prices. Commodity prices for crude oil products are impacted by world economic events that dictate the levels of supply and demand. The Group has not attempted to mitigate commodity price risk through the use of various financial derivative or physical delivery sales contracts.

6. FINANCIAL INSTRUMENTS (CONTINUED)

Market risk(Continued)

(b) Currency risk

The Group is exposed to currency risks primarily through loan receivables, loans from related companies, Loans from shareholders, other loans, senior notes and bank balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The foreign currencies giving rise to this risk are primarily Hong Kong dollar (“HK$”), United States dollar (“US$”) and Renminbi (“RMB”).

The following table details the Group’s exposure as at the reporting date to currency risk arising from recognised assets or (liabilities) denominated in a currency other than the functional currency of the entity to which they relate.

	2023			2022		
	HK$	*US$*	*RMB*	*HK$*	*US$*	*RMB*
	CAD’000	*CAD’000*	*CAD’000*	*CAD’000*	*CAD’000*	*CAD’000*
Assets						
Cash and cash equivalents	501	1	5	213	1	11
Loan receivables	-	-	12,049	-	-	12,861
Liabilities						
Loan from related companies	(31,427)	-	(20,411)	(35,645)	-	(18,204)
Loans from shareholders	(19,021)	-	-	(12,342)	-	-
Other loans	(15,454)	-	-	(16,238)	-	-
Senior notes	-	(262,723)	-	-	(269,040)	-
Interest payables	(10,849)	(173,939)	(6,051)	(5,939)	(176,942)	(4,482)
	(76,250)	(436,661)	(14,408)	(69,951)	(445,981)	(9,814)

The Group currently does not have a foreign currency hedging policy. However, management monitors foreign exchange exposure and will consider hedging of significant foreign currency exposure should the need arise.

Sensitivity Analysis

The following table details the Group’s sensitivity to a 5% increase or decrease in the functional currencies of the relevant group entities against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management’s assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 5% change in foreign currency rates. The sensitivity analysis includes external loans where the denomination of the loan is in a currency other than the functional currency of the lender or the borrower. A negative number below indicates an increase in post-tax loss where respective functional currency weakened 5% against the relevant foreign currency. For a 5% strengthening of respective functional currency against the relevant foreign currency, there would be an equal and opposite impact on the post-tax profit and the balances below would be positive.

6. FINANCIAL INSTRUMENTS (CONTINUED)

Market risk (Continued)

(b) Currency risk (Continued)

	Effect in post-tax loss	
	2023	2022
	CAD'000	*CAD'000*
HK$	(2,936)	(2,693)
US$	(16,811)	(17,170)
RMB	(555)	(378)

(c) Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank balances carried at prevailing market rates. The Group also exposed to fair value interest rate risk in relation to fixed-rate restricted bank balance and obligation under a finance lease. The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider other necessary action when significant interest rate exposure is anticipated.

The Group's exposure to interest rate risk in relation to variable-rate bank balances is minimal due to short-term maturities, hence, no sensitivity analysis is prepared.

(d) Credit risk

As at December 31, 2023, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge all obligation by the counterparties is arising from the carrying amounts of the respective recognised financial assets as stated in the consolidated statement of financial position.

The credit risk of the Group mainly arises from trade and other receivables, loan receivables, and cash and cash equivalents. The carrying amounts of these balances represent the Group's maximum exposure to credit risk in relation to financial assets.

In order to recognise the credit risk, the management of the Company has delegated a team responsible for determination of monitoring procedures to ensure that follow-up action is taken to recover overdue debts.

For trade receivables, the Group has applied the simplified approach in IFRS 9 *Financial Instruments* to measure the loss allowance at lifetime ECL. The Group determines the ECL on an collectively basis by using a provision matrix, estimated based on historical credit loss experience, as well as the general economic conditions of the industry in which the debtors operate. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

For other non-trade related receivables, the Group has assessed whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk, the Group will measure the loss allowance based on lifetime ECL rather than 12-month ECL.

The credit risk on cash and cash equivalents is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

6. **FINANCIAL INSTRUMENTS (CONTINUED)**

Market risk (Continued)

(d) **Credit risk (Continued)**

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout the reporting period. To assess whether there is a significant increase the Group compares the risk of a default occurring on the asset as at the reporting date with the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating;
- external credit rating;
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations;
- actual or expected significant changes in the operating result of the borrower;
- significant increase in credit risk on other financial instruments of the borrower; and
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the Group and changes in the operating results of the borrower.

The Group's exposure to credit risk

In order to recognise credit risk, the Group has developed and maintained the Group's credit risk grading to categorise exposures according to their degree of risk of default. The credit rating information is supplied by independent rating agencies where available and, if not available, the management uses other publicly available financial information and the Group's own trading records to rate its major customers and other debtors. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

The Group's current credit risk grading framework comprises the following categories:

Category	**Description**	**Basis for recognising ECL**
Performing	For financial assets where there has low risk of default or has not been a significant increase in credit risk since initial recognition and that are not credit impaired (refer to as Stage 1)	12-month ECL
Doubtful	For financial assets where there has been a significant increase in credit risk since initial recognition but that are not credit impaired (refer to as Stage 2)	Lifetime ECL – not credit impaired
Default	Financial assets are assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred (refer to as Stage 3)	Lifetime ECL – credit impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written-off

6. FINANCIAL INSTRUMENTS (CONTINUED)

(d) Credit risk (Continued)

The Group's exposure to credit risk (Continued)

The tables below detail the credit quality of the Group's financial assets, as well as the Group's maximum exposure to credit risk by credit risk rating grades:

				2023			2022		
	Notes	**Internal credit rating**	**12-month or lifetime ECL**	**Gross carrying amount**	**Loss allowance**	**Net carrying amount**	**Gross carrying amount**	**Loss allowance**	**Net carrying amount**
				CAD'000	*CAD'000*	*CAD'000*	*CAD'000*	*CAD'000*	*CAD'000*
Trade receivables	7	(Note)	Lifetime ECL (simplified approach)	3,558	(57)	3,501	1,313	(9)	1,304
Other receivables and deposits	7	Performing	12-month ECL	3,435	(267)	3,168	3,805	(86)	3,719
Loan receivables	8	Performing	12-month ECL	13,090	(1,041)	12,049	13,794	(933)	12,861
					(1,365)			(1,028)	

As at December 31, 2023, the Group has concentration of credit risk as 100% (2022: 94% and 100%) of the total trade receivables was due from the Group's largest external customer and the top five largest external customers respectively.

Note: For trade receivables, the Group has applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the expected credit losses on these items by using a provision matrix, estimated based on historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions. Accordingly, the credit risk profile of these assets is presented based on their past due status in terms of the provision matrix. Notes 7 include further details on the loss allowance for these assets respectively.

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group's approach to managing liquidity risk is to plan that it will have sufficient liquidity to meet its liabilities when due, using either equity or debt proceeds.

6. FINANCIAL INSTRUMENTS (CONTINUED)

(d) Credit risk (Continued)

The Group's exposure to credit risk (Continued)

The maturity analysis of the Group's financial liabilities is as follows:

	Weighted average effective interest rate	Within one year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total contractual undiscounted cash flows	Carrying value
		CAD'000	*CAD'000*	*CAD'000*	*CAD'000*	*CAD'000*	*CAD'000*
As at December 31, 2023							
Trade payables and accrued liabilities	N/A	63,120	-	-	-	63,120	63,120
Interest payables (note)	10%	10,264	212,041	-	-	222,305	190,886
Loans from shareholders	10%	-	21,428	-	-	21,428	19,021
Loans from related companies	10%	-	58,504	-	-	58,504	51,933
Other loans	N/A	1,852	11,922	1,693	-	15,467	15,454
Senior notes	10%	11,639	295,551	-	-	307,190	262,723
		86,875	599,446	1,693	-	688,014	603,137
Lease liabilities	9%	701	712	847	-	2,260	1,919
As at December 31, 2022							
Trade payables and accrued liabilities	N/A	53,400	-	-	-	53,400	53,400
Interest payables (note)	10%	191,711	6,223	1,262	-	199,196	187,400
Loans from a shareholder	10%	-	-	16,045	-	16,045	12,342
Loans from related companies	10%	16,744	31,613	16,091	-	64,448	53,944
Other loans	2%	4,397	-	12,230	-	16,627	16,238
Senior notes	10%	286,976	-	-	-	286,976	269,040
		553,228	37,836	45,628	-	636,692	592,364
Lease liabilities	9%	473	230	643	130	1,476	1,202

Note: It represented interest payables on senior notes, loans from related parties and shareholders.

6. FINANCIAL INSTRUMENTS (CONTINUED)

Fair value measurement objective and policies

The fair values of financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices or rates from observable current market transactions as input. The directors of the Company consider that the carrying amounts of the financial assets and financial liabilities recorded at amortised cost using the effective interest rate method in the consolidated financial statements approximate their fair values.

7. TRADE AND OTHER RECEIVABLES

	2023	**2022**
	CAD'000	CAD'000
Trade receivables	3,558	1,313
Other receivables (note a)	2,946	3,564
Deposits	489	241
Prepayments	1,349	3,307
	8,342	8,425
Less: loss allowance (note b and c)	(324)	(95)
	8,018	8,330
Analysed as:		
Current	5,424	8,330
Non-current	2,594	-
	8,018	8,330

As at December 31, 2023, the gross amount of trade receivables arising from contracts with customers amounted to approximately CAD3,558,000 (2022: CAD1,313,000).

The Group allows an average credit period of 30 days to its trade customers. The Group transacts with a number of oil and natural gas marketing companies, and the marketing companies typically remit amounts to the Group by the 25th day of the month following production.

The following is an ageing analysis of trade receivable, net of loss allowances presented based on the invoice date, as at December 31, 2023 and 2022:

	2023	**2022**
	CAD'000	CAD'000
0-30 days	3,501	1,304

7. TRADE AND OTHER RECEIVABLES (CONTINUED)

The Group applies the simplified approach to provide for ECL using the lifetime ECL for all trade receivables. To measure the ECL, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The ECL also incorporate forward looking information as follow:

	Expected loss rate	Gross carrying amount	Loss allowance
	%	CAD'000	CAD'000
As at December 31, 2023			
Not past due	1.61%	3,558	57
As at December 31, 2022			
Not past due	0.65%	1,313	9

The movement in the loss allowance for trade receivables is set out below:

	2023	2022
	CAD'000	CAD'000
As at January 1	9	-
Loss allowance recognised in profit or loss during the year	48	9
As at December 31	57	9

Notes:

(a) As at December 31, 2023, included in other receivables, amount of approximately CAD2,594,000, net of allowance of approximately CAD144,000 (2022: CAD2,692,000, net of allowance of approximately CAD64,000) represented the amount due form Renergy Petroleum (Canada) Co., Ltd., which Mr. Sun and Nobao Energy Holding (China) Company Limited* 挪寶能源控股(中國)有限公司 ("Nobao Energy (China)"), a company under the control of Mr. Sun, has conditionally acquired Changjiang Investment Group Co., Ltd.'s interest in.

The amount is unsecured and interest-free. During the year ended December 31, 2023, the expected repayment date has been extended to October 2025.

(b) The Group measures the loss allowance for other receivables and deposit at an amount equal to 12-month ECL. The Group recognised 12-month ECL for other receivables based on the internal credit rating of receivables as follows:

	Expected loss rate	Gross carrying amount	Loss allowance
	%	CAD'000	CAD'000
As at December 31, 2023			
Performing	7.77%	3,435	267
As at December 31, 2022			
Performing	2.26%	3,805	86

* *For identification purpose only*

7. TRADE AND OTHER RECEIVABLES (CONTINUED)

Notes: (Continued)

(c) The movement in the loss allowance for other receivables and deposits is set out below:

	2023	2022
	CAD'000	CAD'000
As at January 1	86	163
Impairment of (reversal of) loss allowance recognised in profit or loss during the year	181	(77)
As at December 31	267	86

8. LOAN RECEIVABLES

	2023	2022
	CAD'000	CAD'000
Analysed as:		
Current	-	1,604
Non-current	13,090	12,190
	13,090	13,794
Less: loss allowance (notes d and e)	(1,041)	(933)
	12,049	12,861

Notes:

(a) The loan receivable represented that the Group and Zhengwei International Investment and Management Co., Ltd. ("ZIIM"), a Hong Kong-based investment holding company controlled by a shareholder of the Company, entered into several loan agreements and under which the Group provided loans (denominated in RMB) to ZIIM with a specific principal amount. Meanwhile, ZIIM provided loans (denominated in RMB) to the Group with a specific principal amount (note 14a). The loans were unsecured and no interest bearing.

During the year ended December 31, 2023, a loan with an outstanding principal amount of RMB8,169,000 (equivalent to approximately CAD1,522,000) has been extended the repayment date to June, 2026.

The following is an ageing analysis on the repayment schedule of loans receivables, net of loss allowances, presented based on their contractual maturity dates:

	2023	2022
	CAD'000	CAD'000
Within one year	-	1,514
After one year but within two years	10,648	-
After two years but within five years	1,401	11,347
As at December 31	12,049	12,861

8. LOAN RECEIVABLES (CONTINUED)

Notes: (Continued)

(b) During the years ended December 31, 2023 and 2022, in determining the 12-month ECL for the loan receivables, the directors of the Company have taken into account the historical default experience, the financial position of the counterparties, value of collaterals as well as the future prospects of the industries in which the debtors operate, various external sources of actual and forecast economic information, as appropriate, in estimating the probability of default of each of these financial assets individually occurring within their respective loss assessment time horizon, as well as the loss upon default in each case.

(c) There has been no change in the estimation techniques or significant assumptions made during both years.

(d) The following is the analysis of the gross carrying amount and loss allowance of the loan receivables as at December 31, 2023 and 2022.

	Expected loss rate	**Gross carrying amount**	**Loss allowance**
	%	CAD'000	CAD'000
As at December 31, 2023			
Performing	7.95%	13,090	1,041
As at December 31, 2022			
Performing	6.76%	13,794	933

(e) The movement in the loss allowance for loan receivables is set out below:

	2023	**2022**
	CAD'000	CAD'000
As at January 1	933	787
Loss allowance recognised in profit or loss during the year	108	146
As at December 31	1,041	933

Details of the balances denominated in currency other than functional currency of the Group is disclosed in note 6(b).

9. CASH AND CASH EQUIVALENTS

Bank balances carry interest at market rates which range from 0% to 0.4% (2022: 0% to 0.3%) per annum.

Details of the balances denominated in a currency other than functional currency of the Group is disclosed in note 6(b).

10. EXPLORATION AND EVALUATION ASSETS

	CAD'000
Balance as at January 1, 2022	255,696
Capital expenditures	1,053
Non-cash expenditures (note a)	(2,052)
Impairment loss on exploration and evaluation assets	(19,653)
Balance as at December 31, 2022 and January 1, 2023	235,044
Capital expenditures	2,234
Non-cash expenditures (note a)	693
Balance as at December 31, 2023	237,971

Note:

(a) Non-cash expenditures include changes in decommissioning obligations.

At the end of the reporting period, the Group assessed impairment for its E&E assets. For the purpose of impairment assessment, the recoverable amount of E&E assets was determined using judgement and internal estimates. The recoverable amount is the FVLCD. FVLCD is the amount obtainable from the sale of an asset or CGU in an arms-length transaction between knowledgeable, willing parties, less the costs of disposal. Recoverable amount was based on the FVLCD model with reference to cash flow forecast provided by management of Company. Key assumptions for the FVLCD calculations relate to the estimation of cash flows which include forecasted crude oil prices, sales and gross margin, such estimation is based on the past performance of each cash generating units and management's expectations. The post-tax discount rate in measuring the FVLCD was 12% (2022: 14%) in relation to E&E assets.

For the years ended December 31, 2023 and 2022, the Group assessed E&E assets for any indicators of impairment due to higher commodity price sensitivity and changing interest rate expectations. Based on the impairment assessment, nil impairment was recognised in profit and loss during the year ended December 31, 2023 (year ended December 2022: impairment loss of approximately CAD19,653,000).

11. PROPERTY, PLANT AND EQUIPMENT

	Crude oil assets	Corporate assets	Total
	CAD'000	CAD'000	CAD'000
Cost			
Balance as at January 1, 2022	895,484	5,775	901,259
Additions	513	30	543
Non-cash expenditures (note a)	(9,812)	-	(9,812)
Exchange alignment	-	45	45
Balance as at December 31, 2022 and January 1, 2023	886,185	5,850	892,035
Additions	542	5	547
Non-cash expenditures (note a)	3,532	-	3,532
Exchange alignment	-	(18)	(18)
Balance as at December 31, 2023	890,259	5,837	896,096
Accumulated depletion, depreciation and impairment			
Balance as at January 1, 2022	418,578	5,057	423,635
Depletion and depreciation charge for the year	3,104	60	3,164
Reversal of impairment loss on property, plant and equipment	(20,028)	-	(20,028)
Exchange alignment	-	42	42
Balance as at December 31, 2022 and January 1, 2023	401,654	5,159	406,813
Depletion and depreciation charge for the year	7,737	179	7,916
Exchange alignment	-	(17)	(17)
Balance as at December 31, 2023	409,391	5,321	414,712
Carrying values			
As at December 31, 2023	480,868	516	481,384
As at December 31, 2022	484,531	691	485,222

Note:

(a) Non-cash expenditures include changes in decommissioning obligations.

11. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Recoverable amounts for each CGU were estimated based on FVLCD methodology which is calculated using the present value of the CGUs' expected future cash flows (after-tax). The cash flow information was derived from a report on the Group's oil and gas reserves which was prepared by an independent qualified reserve evaluator, GLJ Petroleum Consultants ("GLJ"). As at December 31, 2023 and 2022, the projected cash flows used in the FVLCD calculation reflect market assessments of key assumptions, including long-term forecasts of commodity prices, inflation rates, and foreign exchange rates (Level 3 fair value inputs). Cash flow forecasts are also based on GLJ's evaluation of the Group's reserves and resources to determine production profiles and volumes, operating costs, maintenance and future development capital expenditures. Future cash flow estimates are discounted using after-tax risk-adjusted discount rates. The after-tax discount rates applied in the impairment calculation as at December 31, 2023 was 12% (2022: 14%) based on the specific risk to the assets.

The reversal is recognised in the profit or loss only to the extent that was previously recognised in the profit or loss. Any additional increase is accounted for as a revaluation and is recognised in other comprehensive income. Future depletion expenses are adjusted to allocate the CGU's revised carrying amount over its remaining useful life. To determine the extent of any impairment or its reversal, estimates are made regarding the future after-tax cash flows generated from each CGU based on Sunshine's year end reserve report and the latest oil price forecasts (if applicable) as prepared by a third party – independent reserve engineer.

For the years ended December 31, 2023 and 2022, the Group assessed West Ells CGU for any indicators of impairment due to higher commodity price sensitivity and changing interest rate expectations. Based on the impairment assessment, nil impairment was recognised in profit and loss during the year ended December 31, 2023 (year ended December 2022: reversal of impairment loss of approximately CAD20,028,000).

12. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

(a) Right-of-use assets

	Leasehold land	Offices	Trucks	Equipment	Total
	CAD'000	*CAD'000*	*CAD'000*	*CAD'000*	*CAD'000*
Balance as at January 1, 2022	4,744	771	-	-	5,515
Additions	-	556	287	147	990
Depreciation	(118)	(549)	(5)	(34)	(706)
Exchange alignment	(78)	(1)	-	-	(79)
Balance as at December 31, 2022 and January 1, 2023	4,548	777	282	113	5,720
Additions	-	1,221	-	-	1,221
Depreciation	(116)	(484)	(57)	(37)	(694)
Exchange alignment	(229)	(35)	-	-	(264)
Balance as at December 31, 2023	4,203	1,479	225	76	5,983

The right-of-use assets represented leases leasehold land, office premises, trucks and equipment.

Additions to the right-of-use assets for the year ended December 31, 2023 amounted to approximately CAD1,221,000 due to new leases in Hong Kong of office premises (2022: CAD990,000 due to new lease in Canada of office premises, trucks and equipment).

(b) Lease liabilities

	2023	2022
	CAD'000	*CAD'000*
Analysed as:		
Current	539	391
Non-current	1,380	811
	1,919	1,202

	2023	2022
Amounts payable under lease liabilities	*CAD'000*	*CAD'000*
Within one year	539	391
After one year but within two years	607	157
After two years but within five years	773	529
Over five years	-	125
	1,919	1,202
Less: Amount due for settlement within 12 months (shown under current liabilities)	(539)	(391)
Amount due for settlement after 12 months	1,380	811

12. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (CONTINUED)

(b) Lease liabilities (Continued)

During the year ended December 31, 2023, the Group had new lease agreement in respect of office premises recognised lease liabilities (2022: the Group had new lease agreement in respect of office premises, trucks and equipment, and recognised lease liabilities).

The lease liabilities are initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease, which is 10% for the office premises, trucks and equipment.

(c) Amount recognised in profit or loss

	2023	2022
	CAD'000	*CAD'000*
Depreciation of right-of-use assets	694	706
Interests on lease liabilities	133	97
Expense relating to short-term leases	6	178

(d) Others

During the year ended December 31, 2023, the total cash outflow for lease amount to approximately CAD589,000 (2022: CAD891,000).

As at December 31, 2023 and 2022, no lease agreement which not yet commenced is committed by the Group.

13. TRADE PAYABLES, INTEREST PAYABLES AND ACCRUED LIABILITIES

	2023	2022
	CAD'000	CAD'000
Trade payables	18,973	16,433
Interest payables (note a)	190,886	187,400
Other payables (notes b)	21,830	20,472
Accrued liabilities	22,317	16,495
	254,006	240,800
Analysed as:		
Current	72,450	233,330
Non-current	181,556	7,470
	254,006	240,800

Notes:

(a) The interest payables as at December 31, 2023 includes the interest payable relating to: i) senior notes of approximately CAD173,939,000 (2022: CAD176,942,000). ii) loans from related companies of approximately CAD14,885,000 (2022: CAD9,899,000); iii) loans from shareholders of approximately CAD2,019,000 (2022: CAD496,000) and iv) other loans of approximately CAD43,000 (2022: CAD63,000) respectively.

(b) As at December 31, 2023, included in amount of other payables are approximately CAD1,835,000 (2022: CAD1,820,000) represented the amounts due to directors. The amounts are unsecured, interest-free and repayment on demand.

13. TRADE PAYABLES, INTEREST PAYABLES AND ACCRUED LIABILITIES (CONTINUED)

The following is an aged analysis of trade payables based on the invoice date at the end of the reporting period:

	2023	2022
	CAD'000	*CAD'000*
Within 90 days	1,537	420
91 – 180 days	904	27
181 – 365 days	2,831	661
Over 365 days	13,701	15,325
	18,973	16,433

The average credit period granted by its suppliers of 30 days. The Group has financial risk management in place to ensure that all payables are settled within the credit timeframe.

Details of the balances denominated in currency other than functional currency of the Group is disclosed in note 6(b).

14. DEBT

(a) Other loans

	2023	2022
	CAD'000	*CAD'000*
Analysed as:		
Current	1,839	4,008
Non-current	13,615	12,230
	15,454	16,238

As at December 31, 2023 and 2022, the maturity of loans from shareholders analysis:

	2023	2022
	CAD'000	*CAD'000*
Within one year or on demand	1,839	4,008
After one year but within two years	11,922	-
After two years but within five years	1,693	12,230
	15,454	16,238

Included in the above balance is approximately CAD13,615,000 (2022: CAD13,966,000) for which the Group and Zhengwei International Investment and Management Co., Ltd. ("ZIIM"), a Hong Kong-based investment holding company controlled by a shareholder of the Company, entered into several loan agreements and under which ZIIM provided loans (denominated in HK$) to the Group with a specific principal amount. Meanwhile, the Group provided loans (denominated in RMB) to ZIIM with a specific principal amount (note 8a).

14. DEBT (CONTINUED)

(a) Other loans (Continued)

During the year ended December 31, 2023, a loan with an outstanding principal amount of HKD10,000,000 (equivalent to approximately CAD1,693,000) has been extended the repayment date to June, 2026.

The loans were unsecured, no interest bearing and expected to be repaid in 2025 and 2026.

(b) Senior notes

	2023	2022
	CAD'000	*CAD'000*
Balance as at January 1	269,040	251,838
Exchange alignment	(6,317)	17,202
Balance as at December 31	262,723	269,040
Analysed as:		
Current	10,581	269,040
Non-current	252,142	-
	262,723	269,040

On August 8, 2014, the Company completed an offering of US$200 million (equivalent to approximately CAD232,020,000) senior secured notes (the "Notes") at an offering price of US$938.01 per US$1,000 principal amount. The Notes bear interest at a rate of 10% per annum and had a potential maturity date of August 1, 2017, if certain conditions were met as explained below.

The conditions were: if by February 1, 2016, the Company had not (1) received at least US$50 million of net cash proceeds from one or more equity offerings; and (2) deposited, or caused to be deposited, cash in an amount sufficient to pay: (a) one year of interest payments on the aggregate principal amount of Notes outstanding on February 1, 2016; and (b) the yield premium, then the final maturity date of the Notes would have been August 1, 2016. The Company did not meet these conditions by February 1, 2016, and as a result the final maturity date of the Notes was August 1, 2016 at which time the Company was negotiating forbearance with the noteholders.

On September 9, 2016, the Company and noteholders representing 96% of the outstanding Notes (the "Forbearing Holders") entered into a long-term forbearance agreement in respect of the Notes (the "2016 Forbearing Agreement"). The remaining noteholders representing 4% of the outstanding Notes is referred to as Non-Forbearing Holders.

On March 21, 2017, the Company entered into the Forbearance Reinstatement Agreement ("2017 FRA") and a Note Exchange Agreement (the "NEA") with the Forbearing Holders. The Forbearing Holders agreed to waive the liability of the Company in relation to previous violations of terms listed on the 2016 Forbearing Agreement and fully reinstate the 2016 Forbearing Agreement, provided that the Company made the following payments on or before March 27, 2017:

14. DEBT (CONTINUED)

(b) Senior notes (Continued)

- Payment of US$2.8 million representing 20% of the yield maintenance premium originally due on August 1, 2016;
- Payment of US$2.4 million representing 20% accrued interest and forbearance fee originally due on February 1, 2017. As of March 27, 2017, all the above cash commitment US$5.2 million was paid;
- the Company agreed to repurchase and the Forbearing Holders agreed to sell up to US$11.2 million of Notes in exchange for common shares of the Company, pending on conditions.

Other payments contemplated in the 2017 FRA included:

- Payment of all legal professional fees by March 21, 2017, which was paid on March 21, 2017;
- 80% of the yield maintenance premium to be repaid on August 1, 2017 in cash;
- 80% of the accrued interest and forbearance fee of US$9.6 million to be repaid on August 1, 2017 in cash;
- Make principal repayments to the Forbearing Holders of US$5.0 million on April 30, 2017, US$10.0 million on June 30, 2017 and the remaining amount on or before the maturity date of the bond on August 1, 2017.

On September 26, 2017, the Company and the Forbearing Holders confirmed the signing of the Amended and Restated Forbearance Agreement (the "2017 Amended FA"). The principal terms of the 2017 Amended FA include:

- The forbearance would be extended to August 1, 2018 (New York time), provided that;
- Repayment of US$0.2 million upon signing the 2017 Amended FA, which was paid on September 26, 2017;
- Repayment of US$1.8 million by October 30, 2017;
- Repayment of US$5.0 million and US$15.0 million on February 1, 2018 and May 1, 2018 respectively, if repayment is made prior to December 31, 2017, all accrued and unpaid interests incurred on the corresponding amount will be waived;
- The Company was to obtain financing of US$5.0 million within 45 days after signing the 2017 Amended FA;
- The Company was to obtain financing of US$5.0 million every quarter.

Some of the Company's loan agreements are subject to covenant clauses, whereby the Company is required to meet certain criteria. The Company did not fulfill the minimum liquidity, quarterly financings and capital raise covenants as required in the 2017 Amended FA. Furthermore, the Company did not fulfill repayment requirements of US$1.8 million on October 30, 2017, US$5.0 million on February 1, 2018 and US$15.0 million on May 1, 2018.

On August 1, 2018, the Company was required, amongst other matters, to repay notes principal, and any previous outstanding payment commitments. The Company did not fulfill the repayment requirements. On October 31, 2018 (Calgary time), the Company and the Forbearing Holders signed a Reinstatement and Amending Agreement ("2018 FRAA"). The principal terms of the 2018 FRAA include:

- The forbearance was extended to August 1, 2019 (New York time);
- An interest of 10% per annum is incurred from the date hereof until August 1, 2019 (New York time);
- The Company is to obtain financing of at least US$5.0 million by April 30, 2019 to maintain sufficient liquidity.

14. DEBT (CONTINUED)

(b) Senior notes (Continued)

On April 24, 2020, the Company and the Forbearing Holders confirmed the signing of the Forbearance Reinstatement and Amending Agreement ("2020 FRAA"). The principal terms of the 2020 FRAA include:

- The 2020 FRAA covers the period from December 31, 2019 to August 31, 2021 ("Period of Forbearance 1");
- Same as the 2018 FRAA executed on November 1, 2018, all outstanding amounts (principal and interests) will continue to be accrued at an interest of 10% per annum until August 31, 2021, and during the Period of Forbearance 1, there will not be any forbearance fee and yield maintenance premium based on the initial 2016 Forbearance Agreement executed on September 12, 2016.

During the year ended December 31, 2021, the Forbearing Holders (the "Note Transferor") entered into note assignments and transfer agreements with the ultimate controlling party, Mr. Sun (the "Note Transferee"), and agreed to assign the initial nominal principal amount of notes from the transferee Holders of approximately US$188,658,000 (equivalent to approximately CAD240,200,000) from the Note Transferor to the Note Transferee.

On August 8, 2021, the Company and Mr. Sun confirmed the signing of the Forbearance Reinstatement and Amending Agreement ("2021 FRAA"). The principal terms of the 2021 FRAA include:

- The 2021 FRAA covers the period from September 1, 2021 to August 31, 2023 ("Period of Forbearance 2");
- Same as the 2020 FRAA executed on April 24, 2020, all outstanding amounts (principal and interests) will continue to be accrued at an interest of 10% per annum until August 31, 2023, and during the Period of Forbearance 2, there will not be any forbearance fee and yield maintenance premium based on the initial 2016 Forbearance Agreement executed on September 12, 2016.

On August 8, 2023, the Company and Mr. Sun confirmed the signing of the Forbearance Reinstatement and Amending Agreement (the "2023 FRAA"). The principal terms of the 2023 FRAA include:

- The 2023 FRAA covers the period from September 1, 2023 to August 31, 2025 ("Period of Forbearance 3");
- Same as the 2021 FRAA executed on August 8, 2021, all outstanding amounts (principal and interests) will continue to be accrued at an interest of 10% per annum until August 31, 2025, unless otherwise waived in separate interest waiver agreements. During the Period of Forbearance 3, there will not be any forbearance fee and yield maintenance premium based on the initial 2016 Forbearing Agreement executed on September 12, 2016.

The directors of the Company believe the entering into of the 2023 FRAA is in the interests of the Company and its shareholders as a whole in view that the 2023 FRAA will provide the Company with additional time to repay or refinance the indebtedness owned by the Company to the noteholders under the Notes, whilst at the same time the financing cost has been substantially lowered to a reasonable market level.

Details of the balances denominated in currency other than functional currency of the Group is disclosed in note 6(b).

15. LOANS FROM RELATED COMPANIES

Related companies	2023	2022
	CAD'000	*CAD'000*
Prime Union Enterprises Limited (notes a,b)	32,033	33,951
Jiangxi Nobao Electrical Company Limited* 江西挪寶電器有限公司 (notes a,b)	10,992	12,919
Others (notes a,b)	8,908	7,074
	51,933	53,944
Analysed as:		
Current	-	15,200
Non-current	51,933	38,744
	51,933	53,944

Notes:

(a) As at December 31, 2023, the Group had loans from related companies which are unsecured, interest bearing at 10% per annum and repayment are due from 1 to 3 years. (2022: CAD53,944,000 are due from 3 months to 3 years).

(b) Mr. Sun is the common director and shareholder of the related companies.

(c) During the year ended December 31, 2023, loans with an outstanding principal amount of approximately CAD14,517,000 have been extended the repayment date to 2026.

Details of the balances denominated in currency other than functional currency of the Group is disclosed in note 6(b).

16. LOANS FROM SHAREHOLDERS

Shareholders	2023	2022
	CAD'000	*CAD'000*
Zhang Jun	12,030	12,342
Mr. Sun	6,991	-
	19,021	12,342
Analysed as:		
Non-current	19,021	12,342

Notes:

(a) As at December 31, 2023, the Group had loans from shareholders which are unsecured, interest bearing at 10% per annum, and repayment are due from 1 to 3 years.

Details of the balances denominated in currency other than functional currency of the Group is disclosed in note 6(b).

* *For identification purpose only*

17. PROVISIONS

	2023	2022
	CAD'000	*CAD'000*
Decommissioning obligations, non-current		
Balance, as at January 1	44,144	54,770
Effect of changes in discount rate	4,225	(11,864)
Unwinding of discount rate	1,460	1,238
Balance, as at December 31	49,829	44,144

As at December 31, 2023, the Group's estimated total undiscounted cash flows required to settle asset decommissioning obligations was approximately CAD82,193,000 (2022: CAD73,003,000). Expenditures to settle asset decommissioning obligations were estimated to be incurred up to 2040. Decommissioning costs are based on estimated costs to reclaim and abandon crude oil products properties and the estimated timing of the costs to be incurred in future years, discounted using an annual risk-free rate from 3.45% to 4.30% (2022: 3.17% to 3.92%) per annum and inflated using an inflation rate of 2.0% (2022: 2.0%) per annum.

18. SHARE CAPITAL

The Company's authorised share capital is as follows:

- an unlimited number of Class "A" and Class "B" voting common shares without par value; and
- an unlimited number of Class "C", Class "D", Class "E" and Class "F" non-voting common shares without par value; and
- an unlimited number of Class "G" and Class "H" non-voting preferred shares.

	Number of shares	Issued amount
		CAD'000
Issued and fully paid		
As at January 1, 2022, December 31, 2022, January 1, 2023 and December 31, 2023	243,478,681	1,315,265

Note:

(a) Common shares consist of fully paid Class "A" common shares, which have no par value, carry one vote per share and carry a right to dividends.

19. REVENUE

Revenue represents revenue arising on sales of crude oil products. An analysis of the Group's revenue for the year is as follows:

	2023	2022
	CAD'000	CAD'000
Revenue from contracts with customers within the scope of IFRS 15		
- Crude oil products sales	30,237	15,629
- Royalties	(682)	(962)
	29,555	14,667

All revenue from contracts with customers is derived from Canada and recognised at a point in time.

19. REVENUE (CONTINUED)

Revenues associated with the sale of crude oil products are recognised at a point in time when control of goods have transferred, which is generally when title passes from the Group to the customer. Revenues are recorded net of crown royalties. Crown royalties are recognised at the time of production. The royalty rate at West Ells is based on price sensitive royalty rates set by the Government of Alberta. The applicable royalty rates change dependent upon whether a project is pre-payout or post-payout, with payout being defined as the point in time when a project has generated enough net revenues to recover its cumulative costs. The royalty rate applicable to pre-payout oil sands operations starts at 1% of crude oil products sales and increases for every dollar that the WTI crude oil products price in Canadian dollars is priced above CAD55 per barrel, to a maximum of 9% when the WTI crude oil products price is CAD120 per barrel or higher. The West Ells project is currently in pre-payout.

Revenue is allocated to each performance obligation on the basis of its standalone selling price and measured at the transaction price, which is the fair value of the consideration and represents amounts receivable for goods or services provided in the normal course of business. The price is allocated to each unit in the series as each unit is substantially the same and depicts the same pattern of transfer to the customer.

20. SEGMENT INFORMATION

Information reported to the directors of the Company, being the chief operating decision maker (the "CODM"), for the purpose of resource allocation and assessment of segment performance focuses on types of goods provided. No operating segments identified by the CODM has been aggregated in arriving at the reportable segments of the Group.

For management purpose, the Group operates in one business unit based on their products, and has one reportable and operating segment: mining, production and sales of crude oil products. The directors of the Company monitor the revenue of its business unit as a whole based on the monthly sales and delivery reports for the purpose of making decisions about resource allocation and performance assessment.

Information about geographical area

As all of the Group's revenue is derived from the customers based in the Canada (country of domicile) and majority of the Group's non-current assets are located in Canada, no geographical information is presented.

Information about major customers

Revenue from customers contributing over 10% of the total revenue, before royalty, of the Group is as follows:

	2023	2022
	CAD'000	*CAD'000*
Customer A	25,400	15,287
Customer B	4,694	N/A*

For the year ended December 31, 2023, Customer A contributed 84% of the Group's revenue (2022: 98%) and five largest customers in aggregate contributed to 100% of the Group's revenue (2022: 100%). To the best knowledge of the directors of the Company, neither the directors of the Company, their associates, nor any shareholders, who owned more than 5% of the Company's issued share capital, had any beneficial interest in any of the Group's five largest customers for the years ended December 31, 2023 and 2022.

* Revenue from relevant customers was less than 10% of the Group's total revenue for the respective year.

21. OTHER INCOME

	2023	2022
	CAD'000	*CAD'000*
Income recognised in relation to the bitumen royalty agreement (note a)	6,978	2,824
Government grants (note b)	-	34
Written-off on trade payables	2,374	-
Bank interest income	7	6
Others	463	-
	9,822	2,864

Notes:

(a) For the year ended December 31, 2023, the Group recognised the income in relation to bitumen royalty agreement, including i) approximately of CAD5,000,000 (2022: nil) represented that a payment from the royalty agreement with Burgess Energy Holdings L.L.C. ("Burgess") from the aggregate consideration subject to the terms and conditions stipulated therein; and ii) approximately of CAD1,978,000 (2022: CAD2,824,000) represented that a reimbursement made by Burgess to the Group in respect of mineral and surface lease rental borne by the Group in accordance with the terms of the agreement. For details, please refer to the note 31(c) to the consolidated financial statements.

(b) For the year ended December 31, 2022, the government grants is approximately CAD34,000 in respect of COVID-19-related subsidies which related to Employment Support Scheme provided by the Government of Hong Kong Special Administrative Region under the Anti-Epidemic Fund. The government grants has been recognised as other income on a systematic basis over the periods in which the Group recognises the staff costs for which the government grants are intended to compensate. The Group recognised as other income for the year as the Group fulfilled all the relevant granting criteria.

22. FINANCE COSTS

	2023	2022
	CAD'000	*CAD'000*
Interest on:		
- Senior notes, including yield maintenance premium	1,174	1,710
- Other loans	491	651
- Leases liabilities	133	97
- Loans from shareholders	1,531	496
- Loans from related companies	5,147	4,499
- Others	189	46
Unwinding of discounts on provisions	1,460	1,238
	10,125	8,737

23. LOSS FOR THE YEAR

	2023	2022
	CAD'000	CAD'000
Loss for the year has been arrived at after charging (crediting):		
Directors' and chief executive's emoluments (note 25)	2,304	2,332
Salaries, wages, allowances and other benefits (note a)	8,834	7,307
Contributions to retirement benefits scheme (excluding directors', chief executive's and supervisors' emoluments) (note a)	514	489
Total staff costs (note 25)	11,652	10,128
Auditor's remuneration	325	795
Depletion and depreciation of property, plant and equipment	7,916	3,164
Depreciation of right-of-use assets	694	706
Impairment loss (reversal of) impairment loss on trade and other receivables	229	(68)
Impairment loss on loan receivables	108	146
Impairment loss on exploration and evaluation assets	-	19,653
Reversal of impairment loss on property, plant and equipment	-	(20,028)
Lease rentals for office premises (note b)	6	178

Note:

a) The amount of approximately CAD5,629,000 and CAD3,719,000 are included in operating costs and general and administrative costs respectively for the year ended December 31, 2023 (2022: CAD5,364,000 and CAD2,432,000 respectively).

b) The amounts represent lease rentals relating to short-term leases.

24. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the owners of the Company is based on the following data:

	2023	2022
	CAD'000	*CAD'000*
Loss per share		
Loss attributable to owners of the Company for the purpose of basic and diluted earnings per share for the year	(19,330)	(65,403)

	2023	2022
Number of shares		
Weighted average number of ordinary shares for the purpose of basic and diluted earnings per share	243,478,681	243,478,681

The computation of diluted earnings per share does not assume the exercise of the Company's share-based compensation because the exercise price of those share-based compensation was higher than the average market price for shares for both 2023 and 2022.

25. DIRECTORS' EMOLUMENTS AND OTHER STAFF COSTS

The directors' emoluments and other staff costs are broken down as follows:

	2023	2022
	CAD'000	*CAD'000*
Directors' emoluments (note a)		
Directors' fees	338	366
Salaries and allowances	1,960	1,960
Contribution to retirement benefits scheme	6	6
	2,304	2,332
Other staff costs		
Salaries and other benefits	8,834	7,307
Contribution to retirement benefits scheme	514	489
	9,348	7,796
Total staff costs	11,652	10,128

25. DIRECTORS' EMOLUMENTS AND OTHER STAFF COSTS (CONTIINUED)

(a) Directors' emoluments

Details of the directors' emoluments are as follows:

For the year ended December 31, 2023

Emoluments paid or receivable in respect of a person's services in connection with the management of the affairs of the Company or its subsidiary undertaking:	**Director's fees**	**Salaries, allowances and other benefits**	**Employer's contributions to retirement benefits scheme**	**Total**
	CAD'000	*CAD'000*	*CAD'000*	*CAD'000*
Executive Directors				
Mr. Sun	52	855	3	910
Gloria Ho	41	600	3	644
Non-Executive Directors:				
Michael Hibberd	45	505	-	550
Xijuan Jiang	41	-	-	41
Linna Liu	39	-	-	39
Independent Non-Executive Directors:				
Yi He	53	-	-	53
Guangzhong Xing	45	-	-	45
Alfa Li (note b)	21	-	-	21
Jue Pang (note c)	1	-	-	1
	338	1,960	6	2,304

25. DIRECTORS' EMOLUMENTS AND OTHER STAFF COSTS (CONTINUED)

(a) Directors' emoluments (Continued)

For the year ended December 31, 2022

Emoluments paid or receivable in respect of a person's services in connection with the management of the affairs of the Company or its subsidiary undertaking:	**Director's fees**	**Salaries, allowances and other benefits**	**Employer's contributions to retirement benefits scheme**	**Total**
	CAD'000	*CAD'000*	*CAD'000*	*CAD'000*
Executive Directors				
Mr. Sun	52	855	3	910
Gloria Ho	42	600	3	645
Non-Executive Directors:				
Michael Hibberd	46	505	-	551
Xijuan Jiang	42	-	-	42
Linna Liu	39	-	-	39
Independent Non-Executive Directors:				
Yi He	54	-	-	54
Guangzhong Xing	46	-	-	46
Alfa Li (note b)	45	-	-	45
	366	1,960	6	2,332

Notes:

(a) The remuneration includes remuneration received from the Group by directors in his/her capacity as an employee of the subsidiaries.

(b) Retired on June 28, 2023

(c) Appointed on December 19, 2023

Mr. Sun is also the chief executive of the Company and his emoluments disclosed above include those for services rendered by him as the Chief Executive.

No directors and chief executive of the Company waived or agreed to waive the emolument paid by the Group during the years ended December 31, 2023 and 2022.

No emoluments were paid by the Group to the directors of Company as an inducement for joining the Group or as compensation for loss of office during the years end December 31, 2023 and 2022.

25. DIRECTORS' EMOLUMENTS AND OTHER STAFF COSTS (CONTINUED)

(b) Five highest paid individuals

The five highest paid individuals include three (2022: three) directors of the Company for the year ended December 31, 2023. The emoluments of the remaining two (2022: two) non-director individuals are as follows:

	2023	2022
	CAD'000	*CAD'000*
Salaries and other emoluments	1,074	852
Contribution to retirement benefit scheme	7	7
	1,081	859

The emoluments fell within the following bands:

	2023	2022
	Number of individuals	Number of individuals
HK$2,000,001 (equivalent to approximately CAD345,000) to HK$2,500,000 (equivalent to approximately CAD431,000)	-	1
HK$2,500,001 (equivalent to approximately CAD431,000) to HK$3,000,000 (equivalent to approximately CAD517,000)	1	1
HKD3,500,001 (equivalent to approximately CAD603,000) to HK$4,000,000 (equivalent to approximately CAD689,000)	1	-

26. RETIREMENT BENEFIT SCHEME

The Group operates the MPF Scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of relevant payroll costs, capped at HK$1,500 (equivalent to CAD250) per month, to the MPF Scheme, in which the contribution is matched by employees.

As stipulated by rules and regulations in the People's Republic of China ("PRC"), subsidiaries in the PRC are required to contribute to a state-managed retirement plan for all its employees at a certain percentage of the basic salaries of its employees. The state-managed retirement plan is responsible for the entire pension obligations payable to all retired employees. Under the state-managed retirement plan, the Group has no further obligations for the actual pension payments or post-retirement benefits beyond the annual contributions.

The Group operates the CPP Scheme for all qualifying employees in Canada. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5.25% of relevant payroll costs, capped at CAD292,000 per annually, to the CPP Scheme, in which the contribution is matched by employees.

During the year ended December 31, 2023, the total cost charged to consolidated statement of profit or loss and other comprehensive income of approximately CAD520,000 (2022: CAD495,000) represents contributions payable to these schemes by the Group in respect of the respective accounting period.

27. SHARE-BASED COMPENSATION

(a) Employee stock option plan

Post-IPO Stock Option Plan

On January 26, 2012, the Post-IPO Stock Option Plan was approved and adopted by shareholders at the Company's Annual General Meeting. The Post-IPO Stock Option Plan was effective immediately prior to the Company's IPO closing and listing on the SEHK, March 1, 2012. The maximum number of Class "A" common shares that may be reserved for issuance pursuant to the Post-IPO Stock Option Plan is 10% of the total number of issued and outstanding shares, less the maximum aggregate number of shares underlying the options already granted pursuant to the Pre-IPO Stock Option Plan. The Post-IPO Stock Option Plan was amended at the Annual and Special Meeting of Shareholders on June 13, 2013. As a result of the amendment, Options granted under the Post-IPO Stock Option Plan have an exercise price that is determined by the Board of Directors but is not less than the higher of: the closing price on the TSE or the SEHK (whichever is higher) on the option offer date, which must be a business day; the volume weighted average trading price (VWAP) of the shares on TSE or the SEHK (whichever is higher) for the five trading days immediately preceding the option offer date; and the average closing price of the shares on the TSE or the SEHK (whichever is higher) for the five trading days immediately preceding the option offer date.

There was no share options granted for the years ended December 31, 2023 and 2022.

(b) Movements in stock options

The following reconciles the stock options outstanding at the beginning and end of each year:

	2023		2022	
	Number of options	Weighted average exercise prices CAD	Number of options	Weighted average exercise prices CAD
Balance, as at January 1	6,500,000	1.96	6,580,000	1.96
Expired	(6,300,000)	2.00	(80,000)	2.50
Balance, as at December 31	200,000	0.60	6,500,000	1.96
Exercisable, as at December 31	200,000	0.60	6,500,000	1.96

As at December 31, 2023, stock options outstanding had a weighted average remaining contractual life of 0.69 years (2022: 0.55 years).

28. INCOME TAX EXPENSES

(a) Current income tax

No provision for income tax was made for the years ended December 31, 2023 and 2022 as the Group had no assessable profits for both years.

Reconciliation between income tax expenses and accounting loss at combined federal and provincial income tax rate:

	2023	2022
	CAD'000	*CAD'000*
Loss before income tax	(19,626)	(65,705)
Tax at the domestic income tax rate at 23% (2022:23%)	(4,514)	(15,112)
Tax effect of expenses not deductible for tax purposes	682	7,639
Tax effect of income not taxable for tax purposes	(2,682)	(2)
Tax effect of deductible temporary differences not recognised	2,152	926
Tax effect of tax losses not recognised	4,266	6,609
Effect of different tax rates of subsidiaries operating in other jurisdictions	96	(60)
Income tax	-	-

(b) Deferred income tax

At the end of the reporting period, the Group has not recognised deferred income tax due to the unpredictability of future profit streams of the respective group entities. The components of the net deferred income tax asset not recognised are as follows:

	2023	2022
	CAD'000	*CAD'000*
Deferred tax assets (liabilities)		
E&E assets and property, plant and equipment	(69,426)	(71,242)
Right-of-use assets	133	-
Decommissioning liabilities	10,489	10,153
Lease liabilities	(105)	-
Share issue costs	(1)	27
Tax losses (note)	244,634	246,680
	185,724	185,618

Note: During the year ended December 31, 2023, an amount of tax losses of approximately CAD6,209,000 was deducted from the deferred tax assets as the directors of the Company was in the view that the corresponding amount was ineligible to be allowed in certain tax jurisdiction.

Unrecognised tax losses will expire in 20 years from the year of origination.

29. DIVIDENDS

The directors of the Company did not recommend or declare the payment of any dividend in respect of the years ended December 31, 2023 and 2022.

30. RELATED PARTY TRANSACTIONS

In addition to the transactions disclosed elsewhere in these consolidated financial statements, during the year, the Group entered into the following material related party transactions.

(a) Trading transactions

(i) For the year ended December 31, 2023, a consulting company, to which the director of the consulting company is a common director of the Company, charged the Group of approximately CAD533,000 (2022: CAD517,000) for management and advisory services. As at December 31, 2023, the outstanding amount of approximately CAD3,043,000 (2022: CAD2,510,000) was included in trade payables.

(b) Compensation of key management personnel

The remuneration of the directors of the Company and other key management executives is determined by the Compensation Committee and consists of the following amounts:

	2023	**2022**
	CAD'000	*CAD'000*
Directors' fees	338	366
Salaries and allowances	3,034	2,812
Contribution to retirement benefit scheme	13	13
	3,385	3,191

31. COMMITMENTS AND CONTINGENCIES

(a) Commitments

	2023	**2022**
	CAD'000	*CAD'000*
Capital expenditure in respect of the acquisition of drilling machinery contracted for but not provided in the consolidated financial statements	-	97

Note: The Group has an annual obligation for oil sands mineral lease rentals and surface lease rentals. Annual payment is approximately CAD2,500,000.

31. COMMITMENTS AND CONTINGENCIES (CONTINUED)

(b) Litigations

i) The Group received a demand notice from the Regional Municipality of Wood Buffalo ("RMWB") in relation to the 2016-2023 municipal property taxes of approximately CAD15,067,000. The Group was also charged with overdue penalties of approximately CAD14,899,000. Since then the Group was in active negotiation with RMWB for a settlement plan with proposals to waive overdue penalties. As at the date of this report, the Group believes that notices issued by RMWB relating to property taxes did not comply with relevant legislation and the Group has sought judicial review to determine the effect of non-compliant tax notices on RMWB's property tax claim.

ii) The Group received a judgement from the Court of the State of New York, New York County (the "Judgement") that the Company shall pay the non-forbearing holder all the amounts due and owing on the Notes issued under the notes indenture dated 8 August 2014 (including principal and interests) in an aggregate amount of approximately US$15,481,000 (equivalent to approximately CAD20,967,000). The judgement was vacated on May 25, 2023. On December 13, 2023, the Company received a judgement from the Court of the State of New York, New York County that the Group should pay the Non-forbearing Holder all the amounts due and owing on the Notes (including principal and interests) in an aggregate amount of approximately US$19,694,000 (equivalent to approximately CAD26,048,000). On January 2, 2024 and February 20, 2024, the Company lodged an appeal against the Judgement. The appeal is expected to be held in July 2024. On February 27, 2024, the Non-forbearing Holder tried to execute the judgement by serving restraining notice in the State of New York.

(c) Bitumen Royalty Agreement

On August 31, 2021 (Calgary time), the Company entered into a royalty agreement with Burgess, pursuant to which, the Company has granted to Burgess a royalty interest in the bitumen within, upon, under or produced from the royalty lands owned by the Company and/or its affiliates ("Bitumen Royalty Agreement"), free and clear of any and all encumbrances for an aggregate consideration of CAD20,000,000 (the "Consideration").

On June 8, 2023, the Company entered into an amended royalty agreement (together with its ancillary documents, the "Amended Bitumen Royalty Agreement") with Burgess, pursuant to which, the Company receive a payment of CAD5,000,000 from the Consideration of subject to the terms and conditions stipulated therein. Up to year ended December 31, 2023, an accumulative amount of approximately CAD14,517,000 (2022: CAD7,539,000) has been received by the Company in respect of the Consideration.

During the year ended December 31, 2023, a total of approximately CAD6,978,000 (2022: CAD2,824,000) was recognised in other income (note 21) in accordance with terms set out in the Bitumen Royalty Agreement.

Pursuant to Amended Bitumen Royalty Agreement, the royalty interest entitled Burgess to share a percentage of the Company's produced oil of that month (the "royalty share of bitumen") when average daily WCS of the month rise to US$60/bbl or above. The percentage that Burgess can share from the Company's produced oil of the month is calculated based on the following:

a) When the WCS price is below US$60/bbl, the royalty rate is 0%;

b) When the WCS price is US$60/bbl, the royalty rate is 2.5% and thereafter proportionally increases up to a maximum of 8.75%, when the WCS price rises to US$80/bbl.

c) When the WCS price is US$80/bbl, the royalty rate is 8.75% and thereafter proportionally increases up to a maximum of 25%, when the WCS price rises to US$113/bbl or above.

The bitumen involved under the Bitumen Royalty Agreement covered all royalty lands owned by the Company. Thus far, West Ells is the only project that has been put into operation.

31. COMMITMENTS AND CONTINGENCIES (CONTINUED)

(a) Bitumen Royalty Agreement (Continued)

Burgess has the option of either receiving the royalty in cash of in kind.

During the year ended December 31, 2023, royalty amounts of approximately CAD91,000, net of withholding tax were paid by the Company in accordance with Bitumen Royalty Agreement.

The directors of the Company considered that the possibility of outflow in royalty interest expenses was remote. No provision for potential liabilities in respect of the royalty interest expense has been made in the consolidated financial statements.

32. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	Notes	2023	2022
		CAD'000	*CAD'000*
Assets			
Current assets			
Trade and other receivables	(a)	5,190	8,074
Loan receivables		-	1,514
Cash and cash equivalents		25	322
Amounts due from subsidiaries	(c)	-	14,871
		5,215	24,781
Non-current assets			
Exploration and evaluation assets		237,971	235,044
Property, plant and equipment		481,278	485,053
Right-of-use assets		1,780	1,172
Investment in subsidiaries		-*	-*
Other receivables	(a)	2,594	-
Loan receivables		12,049	11,347
		735,672	732,616
Total assets		740,887	757,397
Liabilities and shareholders' equity			
Current liabilities			
Trade payables, interest payables and accrued liabilities	(b)	72,201	233,024
Loans from related companies		-	14,246
Other loans		1,839	4,008
Senior notes		10,581	269,040
Amount due to subsidiaries	(c)	2,684	2,756
Lease liabilities		539	391
		87,844	523,465
Non-current liabilities			
Interest payables		178,317	5,241
Loans from related companies		42,881	30,260
Loans from shareholders		19,021	12,342
Other loans		13,615	12,230
Senior notes		252,142	-
Lease liabilities		1,380	811
Provisions		49,829	44,144
		557,185	105,028
Total liabilities		645,029	628,493

* The amount shown as zero due to rounding less than CAD1,000.

32. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

	Notes	2023	2022
		CAD'000	*CAD'000*
Shareholders' equity			
Share capital		1,315,265	1,315,265
Reserve for share-based compensation	(d)	76,416	76,416
Capital reserve	(d)	(4,453)	(4,453)
Accumulated deficit	(d)	(1,291,370)	(1,258,324)
Total shareholders' equity		95,858	128,904
Total liabilities and shareholders' equity		740,887	757,397

Notes:

(a) As at December 31, 2023, included in other receivables, amount of approximately CAD2,594,000 (net of allowance of approximately CAD144,000) (2022: CAD2,692,000 (net of allowance of approximately CAD64,000)) represented the amount due form Renergy Petroleum (Canada) Co., Ltd., which Mr. Kwok Ping Sun and Nobao Energy (China), a company under the control of Mr. Sun, has conditionally acquired Changjiang Investment Group Co., Ltd.'s interest in. The amount is unsecured, interest-free and expect to be settled in October 2023.

(b) Included in the amount of other payables as at December 31, 2023, approximately CAD1,835,000 (2022: CAD1,820,000) represented the amounts due to directors. The amounts are unsecured, interest-free and repayment on demand.

(c) As at 31 December 2023, the carrying amount of amounts due from subsidiaries was approximately nil (2022: CAD14,871,000), net of impairment CAD16,415,000 (2022: nil).

The amounts due from (to) subsidiaries are unsecured, non-interest bearing and repayable on demand.

32. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

Notes: (Continued)

(d) Reserves movement of the Company is as follows:

	Reserve for share-based compensation	Capital reserve	Accumulated deficit	Total
	CAD'000	*CAD'000*	*CAD'000*	*CAD'000*
As at January 1, 2022	76,416	(4,453)	(1,195,348)	(1,123,385)
Loss and total comprehensive expense for the year	-	-	(62,976)	(62,976)
As at December 31, 2022 and January 1, 2023	76,416	(4,453)	(1,258,324)	(1,186,361)
Loss and total comprehensive expense for the year	-	-	(33,046)	(33,046)
As at December 31, 2023	76,416	(4,453)	(1,291,370)	(1,219,407)

33. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

Details of the Company's subsidiaries as at December 31, 2023 and 2022 are as follows:

Name of subsidiaries	Place of incorporation / establishment / operation	Class of shares held	Issued and fully paid ordinary share capital / registered capital	Percentage of equity interest and voting power attributable to the Company				Principal activities
				Direct		Indirect		
				2023	2022	2023	2022	
Sunshine Oilsands (Hong Kong) Ltd.	Hong Kong	Ordinary	HK$1	100%	100%	-	-	Provision of corporate management services and act as holding investment
Boxian Investments Limited	British Virgin Islands	Ordinary	US$1	100%	100%	-	-	Pursuing new investment opportunities
Sang Xiang Petroleum & Chemical (Shanghai) Limited * 桑祥石油化工 (上海)有公司 (note a)	The PRC	Registered capital	RMB10,000,000	-	-	100%	100%	Pursuing new investment opportunities
Sang Xiang Petroleum & Chemical (Hebei) Limited *桑祥石油化工 (河北)有公司 (note a)	The PRC	Registered capital	US$102,000,000	-	-	51%	51%	Inactive

Notes:

(a) The nature of legal entity established in the PRC is limited liability company. The registered capital is not paid.

None of the subsidiaries has issued any debt securities outstanding at the end of both years or at any time during both years.

* *For identification purpose only*

34. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash change. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Interest payables	Lease liabilities	Senior notes	Other loans	Loans from shareholders	Loans from related companies	Total
	CAD'000	*CAD'000*	*CAD'000*	*CAD'000*	*CAD'000*	*CAD'000*	*CAD'000*
	(note 13)	(note 12(b))	(note 14(b))	(note 14(a))	(note 16)	(note 15)	
Balance as at January 1, 2023	187,400	1,202	269,040	16,238	12,342	53,944	540,166
Changes in cash items:							
Addition	-	-	-	1,440	6,991	265	8,696
Repayment	(512)	(583)	-	(1,780)	-	(455)	(3,330)
Changes in non-cash items:							
Accrued interest	8,532	133	-	-	-	-	8,665
Lease adjustment	-	1,221	-	-	-	-	1,221
Unrealised exchange loss	(4,534)	(110)	(6,317)	(444)	(312)	(1,809)	(13,526)
Exchange realignment	-	56	-	-	-	(12)	44
Balance as at December 31, 2023	190,886	1,919	262,723	15,454	19,021	51,933	541,936

34. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (CONTUNIED)

	Interest payables	Lease liabilities	Senior notes	Other loans	Loans from a shareholder	Loans from related companies	Total
	CAD'000	*CAD'000*	*CAD'000*	*CAD'000*	*CAD'000*	*CAD'000*	*CAD'000*
	(note 13)	(note 12(b))	(note 14(b))	(note 14(a))	(note 16)	(note 15)	
Balance as at January 1, 2022	169,886	795	251,838	13,564	-	41,717	477,800
Changes in cash items:							
Addition	-	-	-	1,969	11,792	11,099	24,860
Repayment	(636)	(713)	-	(284)	-	(98)	(1,731)
Changes in non-cash items:							
Accrued interest	7,402	97	-	-	-	-	7,499
Lease adjustment	-	990	-	-	-	-	990
Unrealised exchange loss	10,748	34	17,202	989	550	1,369	30,892
Exchange realignment	-	(1)	-	-	-	(143)	(144)
Balance as at December 31, 2022	187,400	1,202	269,040	16,238	12,342	53,944	540,166

35. MAJOR NON-CASH TRANSACTIONS

(a) During the year ended December 31, 2023, the Company entered into the new arrangements in respect of lease of office. Right-of-use assets and lease liabilities of approximately CAD1,221,000 were recognised at the commencement of the lease.

(b) During the year ended December 31, 2023, the Company and the Forbearing Holders entered into an interest waiver agreement pursuant to which the Forbearing Holders agree to unconditionally and irrevocably waive the accrued interest for 2023 on the outstanding amounts (principal and interests) under the Forbearance Reinstatement and Amending which amounted to approximately US$31,500,000 (equivalent to approximately CAD42,509,000) (2022: US$31,500,000 (equivalent to approximately CAD41,042,000)). Save as the Waiver of Interest, all other terms and conditions as stipulated in the FRAA remain unchanged.

36. SUBSEQUENT EVENTS

On December 13, 2023, the Company received a judgement from the Court of the State of New York, New York County that the Company should pay the Non-forbearing Holder all the amounts due and owing on the Notes (including principal and interests) in an aggregate amount of approximately US$19,694,000 (equivalent to approximately CAD26,048,000). On January 2, 2024 and February 20, 2024, the Company lodged an appeal against the Judgement. The appeal is expected to be held in July 2024. On February 27, 2024, the Non-forbearing Holder tried to execute the judgement by serving restraining notice in the State of New York.

CORPORATE INFORMATION

BOARD OF DIRECTORS:

Executive Directors:

Mr. Kwok Ping Sun *(Chairman)*
Ms. Gloria Pui Yun Ho

Non-Executive Directors:

Mr. Michael John Hibberd *(Vice Chairman)*
Ms. Linna Liu
Ms. Xijuan Jiang

Independent Non-Executive Directors:

Mr. Yi He
Mr. Guangzhong Xing
Ms. Jue Pang (appointed on December 19, 2023 HK time)
Mr. Alfa Li (retired on June 28, 2023 HK time)

AUTHORIZED REPRESENTATIVES:

Mr. Kwok Ping Sun
Ms. Man Ngan Chow

AUDITORS:

Prism Hong Kong and Shanghai Limited

LEGAL ADVISERS:

Robertson Solicitors

COMPETENT PERSONS:

GLJ Ltd.
Boury Global Energy Consultants Ltd.

PRINCIPAL BANKERS:

Bank of China (Hong Kong) Limited
Bank of China (Canada)

PLACE OF SHARE LISTING AND STOCK CODE:

The Stock Exchange of Hong Kong Limited: 2012

WEBSITE:

www.sunshineoilsands.com

AUDIT COMMITTEE:

Mr. Yi He *(Chairman)*
Mr. Guangzhong Xing
Ms. Jue Pang (appointed on December 19, 2023 HK time)
Mr. Alfa Li (retired on June 28, 2023 HK time)

COMPENSATION COMMITTEE:

Mr. Yi He *(Chairman)*
(appointed as Chair on December 19, 2023 HK time)
Mr. Kwok Ping Sun
Ms. Xijuan Jiang
Mr. Guangzhong Xing
Ms. Jue Pang (appointed on December 19, 2023 HK time)

RESERVES COMMITTEE:

Mr. Yi He *(Chairman)*
Mr. Guangzhong Xing
Mr. Kwok Ping Sun

CORPORATE GOVERNANCE COMMITTEE:

Mr. Kwok Ping Sun *(Chairman)*
Mr. Michael John Hibberd
Mr. Yi He
Mr. Guangzhong Xing
Ms. Jue Pang (appointed on December 19, 2023 HK time)

CORPORATE HEADQUARTERS:

Suite 1910, 715-5th Ave SW,
Calgary AB, T2P 2X6

REGISTERED OFFICE IN ALBERTA:

Suite 4000, 421 Seventh Avenue SW Calgary, Alberta
T2P 4K9 Canada

PRINCIPAL PLACE OF BUSINESS IN HONG KONG:

20/F, Two Chinachem Central,
No. 26 Des Voeux Road Central,
Central, Hong Kong

SHARE REGISTRAR IN ALBERTA:

Odyssey Trust Company

SHARE REGISTRAR IN HONG KONG:

Computershare Hong Kong Investor Services Limited