

SUNSHINE OILSANDS LTD.

Articles of Incorporation and By-Laws

(Effective as of 29 February 2012)

ARTICLES OF INCORPORATION

The Corporation is authorized to issue an unlimited number of shares designated as Class "A" Common Voting, Class "B" Common Voting, Class "C" Common Non-Voting, Class "D" Common Non-Voting, Class "E" Common Non-Voting, Class "F" Common Non-Voting, Class "G" Preferred Non-Voting and Class "H" Preferred Non-Voting shares.

A. CLASS "A" AND CLASS "B" COMMON VOTING SHARES – have the following rights, privileges, conditions and restrictions:

- (1) the right to vote at any meeting of shareholders of the Corporation.
- (2) the right to receive the remaining property of the Corporation on dissolution, whether voluntary or involuntary. Such property shall be divided equally among all classes of common shares.
- (3) the right to receive dividends as declared by the Corporation provided that such dividends may be declared on any class of common shares, or on any combination of classes of common shares, to the exclusion of any class or classes of common shares, or in part on each class.

B. CLASS "C", CLASS "D", CLASS "E" AND CLASS "F" COMMON NON-VOTING SHARES – have the following rights, privileges, conditions and restrictions:

- (1) they shall not have the right to vote at any meeting of shareholders of the Corporation.
- (2) the right to receive the remaining property of the Corporation on dissolution, whether voluntary or involuntary. Such property shall be divided equally among all classes of common shares.
- (3) the right to receive dividends as declared by the Corporation provided that such dividends may be declared on any class of common shares, or on any combination of classes of common shares, to the exclusion of any class or classes of common shares, or in part on each class.

The above rights attached to the Class "A" and Class "B" Common Voting and Class "C", Class "D", Class "E", and Class "F" Common Non-Voting shares are subject to the rights of any other class of shares now or in the future created which are expressed to rank in priority to the Class "A" and Class "B" Common Voting and Class "C", Class "D", Class "E" or Class "F" Common Non-Voting shares.

C. CLASS "G" AND CLASS "H" PREFERRED NON-VOTING SHARES – shall be non cumulative, redeemable and retractable (provided that purchases not made by tender, or through the market, shall be limited to a maximum price and, provided further, that if purchases are made by tender, tenders shall be available to all shareholders alike) which may be issued for such consideration and bearing such rights, privileges, conditions and restrictions, in addition to the following, as determined by the Director(s) of the Corporation before issue:

- (1) The holders of the Class "G" and Class "H" Preferred Non-Voting shares shall in each year be entitled, out of any or all profits or surplus available for dividends, to a non cumulative cash dividend calculated at such a rate as the Directors of the Corporation set at the time of issuance. No dividend shall be declared and paid on or set apart for payment on the

Common shares or any other shares that rank junior to the Class "G" and Class "H" Preferred Non-Voting shares in any fiscal year unless the dividends on all the Class "G" and Class "H" Preferred Non-Voting shares which are issued and outstanding at that time have been declared and paid for that fiscal year or set apart for payment, except with the consent in writing of all the holders of the Class "G" and Class "H" Preferred Non-Voting shares.

- (2) Upon dissolution of the Corporation, the holders of the Class "G" and Class "H" Preferred Non-Voting shares shall take priority with regards to the return of capital and distribution of assets. They shall receive an amount equal to the amounts paid up on the shares held by them together with all declared and unpaid dividends thereon, if any. After payment to the holders of the Class "G" and Class "H" Preferred Non-Voting shares as provided for above, they shall not be entitled to share in any further distribution of the assets or property of the Corporation.
- (3) The Class "G" and Class "H" Preferred Non-Voting shares shall not be entitled to vote at any meeting of the shareholders of the Corporation, to receive notice of such meeting or to attend same, subject to the provisions of the Business Corporations Act (Alberta).

SCHEDULE RE OTHER PROVISIONS

- (1) The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting but the number of additional directors shall not at any time exceed one third ($\frac{1}{3}$) of the number of directors who held office at expiration of the last annual meeting.
- (2) Any amendment or repeal of the by laws of the Corporation shall only be effective if passed by a special resolution of the shareholders.
- (3) Meetings of shareholders may be held outside of Alberta.

BY –LAW No. 1

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BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of

SUNSHINE OILSANDS LTD.

(hereinafter called “**the Corporation**”)

IT IS HEREBY ENACTED as a by-law of the Corporation as follows:

SECTION ONE DEFINITIONS

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) “**ACT**” means the *Business Corporations Act* (Alberta), as from time to time amended;
- (b) “**Appoint**” includes “elect” and vice versa;
- (c) “**Articles**” means the Articles of Incorporation or the Articles of Continuance of the Corporation, as the case may be, as from time to time amended, supplemented or restated;
- (d) “**Board**” means the board of directors of the Corporation;
- (e) “**By-Laws**” means this by-law and all other by-laws of the Corporation from time to time in force;
- (f) “**Director**” means an individual who is elected or appointed as a director of the Corporation;
- (g) “**Hong Kong**” means the Hong Kong special administrative region of the People Republic of China;
- (h) “**Hong Kong Companies Ordinance**” means the Companies Ordinance (Chapter 32 of the laws of Hong Kong);
- (i) “**Hong Kong Stock Exchange**” means the Stock Exchange of Hong Kong Ltd.;
- (j) “**Listing Rules**” means the Rules Governing the listing of securities on the Hong Kong Stock Exchange;
- (k) “**Meeting of Shareholders**” includes an annual or other general meeting of shareholders and a special meeting of shareholders; “**special meeting of shareholders**” includes a meeting of any class or classes of shareholders;
- (l) “**Officer**” means an officer of the Corporation appointed by the Board;
- (m) “**Regulations**” means the Regulations under the Act as published from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new regulations;

- (n) “**Resident Canadian**” means an individual who is ordinarily resident in Canada or, if not ordinarily resident in Canada, is a member of a class of persons prescribed by the Regulations and, in any case:
- (i) is a Canadian citizen, or
 - (ii) has been lawfully admitted to Canada for permanent residence;
- (o) “**Signing Officer**” means, in relation to any instrument, any person authorized to sign the same on behalf of the corporation by virtue of this by-law or by a resolution passed pursuant thereto.

In the By-Laws, except if defined in this section or the context does not permit, words and expressions defined or used in the Act or Regulations have the meaning or use given to them in the Act or Regulations. Words importing the singular include the plural and vice versa, words importing gender include masculine and feminine and words importing persons include bodies corporate.

SECTION TWO **BUSINESS OF THE CORPORATION**

2.01 Registered Office, Records Office and Address for Service

Until changed in accordance with the act, the registered office of the Corporation, the designated records office (if separate from the registered office) of the Corporation and the post office box (if any) designated as the address for service upon the Corporation by mail shall initially be at the address or addresses in Alberta specified in the notice thereof filed with the articles and thereafter as the Board may from time to time determine.

2.02 Corporate Seal

The Board may, by resolution, adopt a corporate seal containing the name of the Corporation as the corporate seal.

2.03 Financial Year

The financial year of the Corporation shall end on such date in each year as the Board may from time to time by resolution determine.

2.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the corporation by such persons, whether or not officers of the Corporation and in such manner as the Board may from time to time designate by resolution.

2.05 Cheques, Drafts and Notes

All cheques, drafts or orders for the payment of money, notes, acceptances and bills of exchange shall be signed by such persons whether or not officers of the Corporation, and in such manner as the Board may from time to time designate by resolution.

SECTION THREE
DIRECTORS

3.01 Number

The Board of directors shall consist of the number fixed by the Articles.

3.02 Election and Term

Each director named in the notice of directors filed at the time of Incorporation holds office from the issue of the Certificate of Incorporation until the first meeting of shareholders. The shareholders are to elect directors by ordinary resolution at the first meeting of the shareholders and at each succeeding annual meeting at which an election of directors is required, provided that each director must be elected by a separate resolution and multiple directors may not be elected pursuant to the same resolution. The elected directors are to hold office for a term expiring not later than the close of the next annual meeting of Shareholders following the election. A director not elected for an expressly stated term ceases to hold office at the close of the first annual meeting of shareholders following the director's election. If directors are not elected at a meeting of shareholders, the incumbent directors continue in office until their respective successors are elected.

3.03 Removal of Directors

Subject to the Act, the shareholders of the Corporation may by ordinary resolution at a special meeting remove any director from office (including a managing or other executive director, led without prejudice to any claim for damages under any contract) before the expiration of his term of office. Any vacancy created by the removal of a director may be filled at the meeting at which the director was removed, failing which the vacancy may be filled by a quorum of directors.

3.04 Qualification

No person shall be qualified for election as a director if he is less than eighteen (18) years of age; if he is of unsound mind and has been so found by a Court in Canada or elsewhere; if he is not an individual; or if he has the status of a bankrupt. A director is not required to hold shares issued by the Corporation.

3.05 Consent

A person who is elected or appointed a director is not a director unless he was present at the meeting when he was elected or appointed and did not refuse to act as a director or, if he was not present at the meeting when he was elected or appointed, he consented to act as a director in writing before his election or appointment or within ten days after it or he has acted as a director pursuant to the election or appointment.

3.06 Vacation of Office

A director ceases to hold office when he dies; when he is removed from office; when he ceases to be qualified for election as a director; or when his written resignation is sent or delivered to the Corporation, or, if a time is specified in such resignation, at the time so specified, whichever is later.

3.07 Remuneration and Expenses

The directors are entitled to receive remuneration for their services in the amount as the Board may from time to time determine. The directors shall also be entitled to be reimbursed for travelling and other

expenses incurred by them in attending meetings of the Board or any committee thereof or in performance of their duties as directors.

3.08 Casual Vacancies and Additional Directors

The Directors shall have power from time to time and at any time, to appoint any other person as a director, either to fill a casual vacancy or as an addition to the Board but so that the total number of directors shall not at any time exceed the maximum number fixed by the incorporating articles, articles of amendment or by a general meeting. Any person appointed by the Board to fill a casual vacancy, on or as an addition to, the Board shall hold office until the next following annual meeting of the shareholders, and then shall be eligible for re-election.

3.09 Substitute Directors

A director being absent either temporarily or permanently from Canada may appoint and authorize for a period not exceeding one (1) year from the date of such appointment, any person to attend and vote as fully and effectively as if such director were personally present at any meeting of the directors of the company, and to accept any such notice of such meeting. A person so appointed shall be known as and referred to as a “**substitute director**”. For the purpose of computing quorum of the Board for any meeting a substitute director attending thereat shall be deemed to be a director. The appointment of a substitute director shall be executed by the director making the appointment. Such appointment may be revoked at any time upon notice to the company. Any appointments shall be subject to the consent of the other directors of the company or a majority thereof.

3.10 Loans to Directors

The Corporation shall comply with the prohibitions contained in section 157H of the Hong Kong Companies Ordinance, subject to the exceptions contained in section 157HA of the Hong Kong Companies Ordinance.

3.11 Payments for Loss of Office or Retirement

The Corporation shall not make any payment to any director or past director by way of compensation for loss of office, or as consideration for or in connexion with his retirement from office, without particulars with respect to the proposed payment (including the amount thereof) being disclosed to the shareholders and the proposal being approved by ordinary resolution of shareholders at a general meeting.

SECTION FOUR **MEETING OF DIRECTORS**

4.01 Place of Meeting

Meetings of the Board of directors or of committees of directors may be held within or outside Alberta at the time and place indicated in the notice referred to in subsection 4.02.

4.02 Notice of Meeting

Notice of the time and place of each meeting of the Board shall be given in the manner provided in Section 13.01 to each director not less than forty-eight (48) hours before the time when the meeting is to be held. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified.

4.03 Meetings Without Notice

No notice of a meeting of directors or of a committee of directors needs to be given to a newly elected Board following its election at an annual or special meeting of shareholders or for a meeting of directors at which a director is appointed to fill a vacancy in the Board if a quorum is present.

4.04 Waiver of Notice

A director may waive, in any manner, notice of a meeting of directors. Attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except when the director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.05 Adjourned Meeting

Notice of an adjourned meeting of the Board is not required if a quorum is present at the original meeting and if the time and place of the adjourned meeting is announced at the original meeting. Where a meeting is adjourned because a quorum is not present, notice of the time and place of the adjourned meeting shall be given, and the adjourned meeting may proceed with business even though a quorum is not present.

4.06 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each director and forthwith to each director subsequently elected or appointed, but no other notice shall be required for any such regular meeting except where the Act or this by-law requires the purpose thereof or the business to be transacted thereat to be specified.

4.07 Quorum

The directors may fix the quorum for meetings of the Board, but unless so fixed, a majority of the directors constitutes a quorum. No business may be transacted unless at least one-quarter (1/4) of the directors present are resident Canadians.

4.08 Voting

Questions arising at any meeting of the Board of directors shall be decided by a majority of votes. In case of an equality of votes the chairman of the meeting shall not have a second or casting vote.

4.09 Telephone Participation

A director may participate in a meeting of directors or of any committee of directors by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other. A director participating in a meeting by those means is deemed to be present at that meeting.

4.10 Resolution in Lieu of Meeting

Subject to the articles or a unanimous shareholder agreement, a resolution in writing signed by all of the directors entitled to vote on that resolution at a meeting of the directors or a committee of directors, if any, is as valid as if it had been passed at a meeting of the directors or the committee of directors, if any.

SECTION FIVE
COMMITTEES

5.01 Committee of Directors

The Board may appoint a committee of directors, however designated, and delegate to such committee any of the powers of the Board except those which, under the Act, a committee of directors has no authority to exercise. At least one-quarter (1/4) of the members of each such committee shall be resident Canadians.

5.02 Transaction of Business

The powers of a committee of directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in or outside Canada.

5.03 Procedure

Unless otherwise determined by the Board, each committee shall have the power to fix its quorum, to elect its chairman and to regulate its procedure.

SECTION SIX
OFFICERS

6.01 Election or Appointment

The Board from time to time shall elect or appoint a president and a secretary, and may elect or appoint one or more vice-presidents (to which title may be added words indicating seniority or function), a general manager, a treasurer and such other officers as the Board may determine, including one or more assistants to any of the officers so elected or appointed. The Board from time to time may also elect or appoint a chairman of the Board, who must be a director, but otherwise the officers of the Corporation need not be directors of the Corporation. Two or more offices may be held by the same person.

6.02 Chairman of the Board

The chairman of the Board (if any) shall, when present, preside at all meetings of the Board of directors and of shareholders. He shall sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to him by resolution of the directors.

6.03 President

The president shall be the chief executive officer of the Corporation and, subject to the authority of the Board and the managing director, if any, shall have such other powers and duties as the Board may specify. During the absence or disability of the Chairman of the Board (if any), and if the President is also a director of the Corporation, the President shall, when present, preside as chairman at all meetings of directors and shareholders. He shall sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to him by resolution of the directors.

6.04 Vice-President

During the absence or disability of the president, his duties shall be performed and his powers exercised by the vice-president or, if there are more than one, by the vice-president designated from time to time by the Board or the president; provided however, that a vice-president who is not a director shall not preside as chairman at any meeting of directors or of a committee of directors. A vice-president shall have such other powers and duties as the Board or the president may prescribe.

6.05 Secretary

The Secretary shall give or cause to be given notices for all meetings of the directors, any committee of directors and shareholders when directed to do so and shall, subject to the provisions of the Act, maintain the records referred to in subsections (1), (3) and (5) of section 20 of the Act. He shall sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to him by resolution of the directors or as are incident to his office.

6.06 Treasurer

The treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursements of the funds of the Corporation; he shall render to the Board whenever required an account of all his transactions and he shall have such other powers and duties as the Board or the chief executive officer may specify.

6.07 Managing Director

The directors may from time to time appoint from their number a Managing Director who must be a resident Canadian and may delegate to the Managing Director any of the powers of the directors subject to the limits on authority provided by subsection (3) of section 110 of the Act. The Managing Director shall conform to all lawful orders given to him by the directors and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation. Any agent or employee appointed by the Managing Director shall be subject to discharge by the directors.

6.08 Power and duties of other Officers

The powers and duties of all other officers shall be such as the terms of their engagement call for as the Board, the managing director, or the president may specify. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

6.09 Vacancies

If the office of any officer of the Corporation shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors by resolution shall, in the case of the president or the secretary, and may, in the case of any other office, appoint a person to fill such vacancy.

6.10 Remuneration and Removal

The officers are entitled to receive remuneration for their services in the amount the Board determines. The fact that any officer or employee is a director or shareholder of the Corporation shall not disqualify him from receiving such remuneration. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time, with or without cause.

SECTION SEVEN
LIABILITY AND INDEMNIFICATION

7.01 Conflict of Interest

A director or officer shall not be disqualified from his office, or be required to vacate his office, by reason only that he is a party to, or is a director or officer or has a material interest in any person who is a party to, a material contract or proposed material contract with the Corporation or subsidiary thereof. Such a director or officer shall, however, disclose the nature and extent of his interest in the contract at the time and in the manner provided by the Act. Any such contract or proposed contract shall be referred to the Board or shareholders for approval even if such contract is one that in the ordinary course of the Corporation's business would not require approval by the Board or shareholders. Subject to the provisions of the Act, a director shall not by reason only of his office be accountable to the Corporation or to its shareholders for any profit or gain realized from such a contract or transaction, and such contract or transaction shall not be void or voidable by reason only of the director's interest therein, provided that the required declaration and disclosure of interest is properly made, the contract or transaction is approved by the directors or shareholders, and it is fair and reasonable to the Corporation at the time it was approved, and if required by the Act, the director refrains from voting as a director on the contract or transaction and absents himself from the director's meeting at which the contract is authorized or approved by the directors, except attendance for the purpose of being counted in the quorum.

7.02 Limitation of Liability

Every director and officer of the Corporation in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonable and prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity, or for any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belongings of the Corporation shall be placed out or invested or for any loss, conversion, misapplication or misappropriation of or any damage resulting from the dealing with any monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof. The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board of directors.

7.03 Indemnity

Subject to section 119 of the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his heirs, executors, administrators and other legal representatives, from and against, all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Corporation or body corporate, if he acted honestly and in good faith with a view to the best

interests of the Corporation and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The Corporation shall, subject to the approval of a Court (as defined in the Act), indemnify a person in respect of an action by or on behalf of the Corporation or a body corporate to procure a judgement in its favour, to which he is made a party by reason of being or having been a director or an officer of the Corporation or body corporate, against all costs, charges and expenses reasonably incurred by him in connection with such action if he fulfills the conditions set out above.

Notwithstanding anything in this section 7.03, a person referred to above shall be entitled to indemnity from the Corporation in respect of all costs, charges and expenses reasonably incurred by him in connection with the defence of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Corporation if the person seeking indemnity was substantially successful on the merits of his defence of the action or proceeding and fulfills the conditions set out above.

SECTION EIGHT **SHAREHOLDERS' MEETINGS**

8.01 Annual Meetings

The Board must call an annual meeting of shareholders to be held not later than 18 months after the date of Incorporation and subsequently, not later than 15 months after holding the last preceding annual meeting. An annual meeting is to be held for the purpose of considering the financial statements and reports, electing directors, appointing an auditor if required by the Act or the articles, and for the transaction of such other business as may properly be brought before the meeting.

8.02 Special Meetings

The directors of the Corporation may at any time call a special meeting of shareholders to be held on such day and at such time, and subject to the Act, at such place within Alberta as the directors may determine.

8.03 Place of Meetings

Meeting of shareholders may be held at any place outside Alberta (including Hong Kong) as the directors may by resolution determine.

8.04 Notice

A printed, written or typewritten notice stating the day, hour and place of each meeting of shareholders shall be given in the manner provided in Section 13.01 not less than twenty-one (21) nor more than fifty (50) days before the date of the meeting to each director, to the auditor, and to each shareholder who at the close of business on the record date for notice is entered in the securities register as the holder of one or more shares carrying the right to vote at the meeting. Notice of a meeting of shareholders called for any purpose other than consideration of the financial statements and auditor's report, election of directors and reappointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the shareholders to form a reasoned judgement thereon and shall state the text of any special resolution to be submitted to the meeting.

8.05 Right to Vote

At any meeting of shareholders, every person shall be entitled to vote who, on the record date, or if no record date is set, at the close of business on the date preceding the date notice is sent, or if no notice is sent, on the date of the meeting, is entered in the securities register as the holder of one or more shares carrying the right to vote at such meeting except:

- (a) that where such person transfers his shares after the record date is set, or if no record date is set, after the close of business on the date preceding the date notice of the meeting is sent to the shareholders; and
- (b) the transferee, at least ten (10) days prior to the meeting, produces properly endorsed share certificates to the secretary or transfer agent of the Corporation or otherwise establishes his ownership of the share in which case the transferee may vote those shares. If notice is not sent, the transferee may establish his ownership to shares in the manner aforesaid at any time prior to the holding of the meeting.

8.06 Waiver of Notice

A shareholder and any other person entitled to attend a meeting of shareholders may in any manner waive notice of a meeting of shareholders. Attendance of any such person at a meeting of shareholders shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

8.07 Chairman of the Meeting

In the absence of the Chairman of the Board (if any), the President and any Vice-President who is a director, the shareholders present entitled to vote shall elect another director as chairman of the meeting and if no director is present or if all the directors present decline to take the chair then the shareholders present shall elect one of their number to be chairman.

8.08 Persons Entitled to be Present

The only persons entitled to be present at a meeting of shareholders are those entitled to vote thereat, the directors, the auditors of the Corporation and any others who, although not entitled to vote, are entitled or required under the provision of the Act or the articles or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

8.09 Quorum

A quorum of shareholders is present at a meeting of shareholders if the holders of five percent (5%) of the shares entitled to vote at the meeting are present in person or represented by proxy.

8.10 Telephone Participation

A shareholder or any other person entitled to attend a meeting of shareholders may participate in the meeting by means of telephone or other telecommunication facilities that permit all persons participating in the meeting to hear each other if all the shareholders entitled to vote at the meeting consent and a person participating in such a meeting by those means is deemed to be present at the meeting.

8.11 Joint Shareholders

If two or more persons hold a share jointly, any one of them present in person or duly represented at a meeting of shareholders may, in the absence of the other or others, vote that share. If two or more of those persons are present in person or represented and vote, they shall vote as one on the share jointly held by them.

8.12 Votes to Govern

Subject to section 14.01, at any meeting of shareholders every question shall, unless otherwise required by the articles or by-laws or by law, be determined by a majority of the votes cast on the question. In case of an equality of votes either upon show of hands or upon ballot, the chairman of the meeting does not have a second or casting vote. Where any shareholder is, under the applicable laws or rules of any stock exchange upon which the Corporation's securities may be listed, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted. Notwithstanding the above, the Corporation shall not take any power to freeze or otherwise impair any of the rights attaching to any share by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Corporation.

8.13 Show of Hands

Subject to the Act, any question at a meeting of shareholders shall be decided by a show of hands, unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one (1) vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number of votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of shareholders upon the said question.

8.14 Ballots

On any question proposed for consideration at a meeting of shareholders, a shareholder, proxyholder or other person entitled to vote may demand and the chairman may require that a ballot be taken either before or upon the declaration of the result of any vote by show of hands. If a ballot is demanded on the election of a chairman or on the question of adjournment it shall be taken forthwith without an adjournment. A ballot demanded or required on any other question shall be taken in such a manner as the chairman shall direct. A demand or requirement for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each person present shall be entitled, in respect of the shares that he is entitled to vote at the meeting upon the question, to the number of votes as provided for by the articles or, in the absence of such provision in the articles, to one vote for each share he is entitled to vote. The result of the ballot so taken shall be the decision of the shareholders upon the question.

8.15 Adjournment

The chairman at a meeting of shareholders may, with consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. If a meeting of shareholders at which a quorum is present is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the time of the adjournment. Subject to the Act, if a meeting of shareholders is adjourned by one or more adjournments for

an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given in the same manner as notice for the original meeting. Notice of the time and place of an adjourned meeting shall be given when a quorum was not present at the original meeting. Such adjourned meeting may proceed with business even though a quorum is not present.

8.16 Resolution in Lieu of a Meeting

Notwithstanding any of the foregoing provisions of this by-law a resolution in writing signed by all the shareholders entitled to vote on that resolution at a meeting of shareholders is as valid as if it had been passed at a meeting of the shareholders.

SECTION NINE **SHARES**

9.01 Issuance

Shares in the Corporation may be issued at the times and to the persons and for the consideration that the directors determine, provided that:

- (a) the maximum number of shares permitted to be issued from time to time pursuant to applicable laws or the rules of any stock exchange upon which the Corporation's securities may be listed shall not be exceeded; and
- (b) a share shall not be issued until the consideration for the share is fully paid in money or in property or past service that is not less in value than the fair equivalent of the money that the Corporation would have received if the shares had been issued for money.

9.02 Dealings with Registered Holder

Subject to the Act, the Corporation may treat the registered holder of any share as the person exclusively entitled to vote, to receive notices, to receive any dividend or other payments in respect of the share, and otherwise to exercise all the rights and powers of an owner of the share.

9.03 Certificates

Share certificates and the form of stock transfer power on the reverse side thereof shall be in such form as the Board may by resolution approve and such certificate shall bear the signature of at least one director or duly authorized officer.

9.04 Replacement of Share Certificates

The Board or any other officer or agent designated by the Board may in its or his discretion direct the issue of a new share or other such certificate in lieu of a certificate that has been lost, destroyed or wrongfully taken. A new share certificate may be issued only on payment of a reasonable fee and on any terms as to indemnity, reimbursement or expenses and evidence of loss of title as the Board may prescribe.

9.05 Joint Holders

The Corporation is not required to issue more than one certificate if two or more persons are registered as joint holders of any share. Delivery of such certificate to one of such persons shall be sufficient to all of them. Any one of such persons may give effectual receipts for all the certificates issued in respect

thereof or for any dividend, bonus, return of capital or other money payable or warrant issuable in respect of such share.

SECTION TEN **TRANSFER OF SECURITIES**

10.01 Registration of Transfer

Subject to the Act, no transfer of a share shall be registered in a securities register except upon presentation of the certificate representing such share with an endorsement which complies with the Act made thereon or delivered therewith duly executed by an appropriate person as provided by the Act, together with such reasonable assurance that the endorsement is genuine and effective as the Board may from time to time prescribe, upon payment of all applicable taxes and any reasonable fees prescribed by the Board (not exceeding the maximum amount permitted pursuant to the applicable laws or rules of the Hong Kong Stock Exchange) and upon compliance with such restrictions on transfer as are authorized by the Articles.

10.02 Transfer Agents and Registrars

The Board may from time to time by resolution appoint or remove one or more transfer agents registered under the Trust Companies Act to maintain a central securities register or registers and one or more branch transfer agents to maintain a branch securities register or registers. A transfer agent or branch transfer agent so appointed may be designated as such or may be designated as a registrar, according to his functions and one person may be appointed both registrar and transfer or branch transfer agent. The Board may provide for the registration or transfers of securities by and in the offices of such transfer agents, or branch transfer agents or registrars. In the event of any such appointment in respect of any of the shares of the Corporation, all share certificates issued by the Corporation in respect of those shares shall be countersigned by or on behalf of one of the said transfer agents, branch transfer agents or registrars, if any, as the case may be.

10.03 Securities Register

A central securities register of the Corporation shall be kept at the designated records office of the Corporation, if any, otherwise the registered office of the Corporation, or at an office or offices of a company or companies registered under the Trust Companies Act may from time to time be designated by resolution of the Board of directors to act as the Corporation's transfer agent or agents. A branch securities register or registers may be kept either in or outside Alberta at such office or offices of the Corporation as the directors may determine, or at the office or offices of such other person or persons or companies as may from time to time be designated by resolution of the directors to act as the Corporation's branch transfer agent or agents. A branch securities register shall contain particulars of securities issued or transferred at that branch. Particulars of each issue or transfer of a security registered in a branch securities register shall also be kept in the corresponding central securities register. The Corporation shall, at all times its securities may be listed on the Hong Kong Stock Exchange, ensure that a branch securities register is maintained in Hong Kong (the "**Hong Kong Branch Register**") in compliance with any applicable laws or rules of such stock exchange. The Hong Kong Branch Register shall be maintained on the following terms:

- (a) Except when the register of members is closed in accordance with these by-laws, the Hong Kong Branch Register, and the index of names, of the shareholders of the Corporation shall during business hours (subject to such reasonable restrictions as the Corporation in general meeting may impose, so that not less than two (2) hours in each day be allowed for inspection) be open to the inspection of any shareholder without charge and of any other person on payment of the appropriate fee specified in the fourteenth schedule of the Hong

Kong Companies Ordinance, or such less sum as the Corporation may prescribe, for each inspection.

- (b) Any member or other person may request a copy of the Hong Kong Branch Register, or of any part thereof, on payment of the appropriate fee specified in the Fourteenth Schedule of the Hong Kong Companies Ordinance, or such less sum as the Corporation may prescribe. The Corporation shall cause any copy so requested by any person to be sent to that person within a period of 10 days commencing on the day next after the day on which the request is received by the Corporation.
- (c) The Corporation may, on giving notice in accordance with 10.03(d) of these by-laws, close for any time or times not exceeding in the whole 30 days in each year:
 - (i) the Hong Kong Branch Register or the part thereof relating to members holding shares of any class;
 - (ii) any register of debenture holders of the Corporation in Hong Kong.

Provided that the said period shall not be extended beyond 60 days in any year, the period of 30 days referred to above may be extended in respect of any year:

- (iii) in relation to the Hong Kong Branch Register (or any part of the Hong Kong Branch Register), by an ordinary resolution passed at a general meeting of the Corporation in that year; or
 - (iv) in relation to any register of debenture holders of the Corporation, by a resolution passed in that year by a majority in value of the debenture holders present in person or, where proxies are permitted, by proxy at a meeting summoned for the purpose or otherwise in accordance with the trust deed or other document securing the debentures:
- (d) A notice for the purposes of 10.03(c) of these by-laws is to be given:
 - (i) in accordance with the Hong Kong Listing Rules applicable to the Hong Kong Stock Exchange; or
 - (ii) by advertisement in a newspaper circulating generally in Hong Kong.
 - (e) The Corporation shall, on demand, furnish any person seeking to inspect the Hong Kong Branch Register or part of the Hong Kong Branch Register which is closed by virtue of 10.03 of these by-laws with a certificate under the hand of the secretary of the Corporation stating the period for which, and by whose authority, it is closed.

10.04 Deceased Shareholders

In the event of the death of a holder, or one of the joint holders, of any share, the Corporation shall not be required to make any entry in the securities register in respect thereof or to make any dividend or other payments in respect thereof except upon production of all such documents as may be required by law and upon compliance with the reasonable requirements of the Corporation and its transfer agents.

SECTION ELEVEN
DIVIDENDS AND RIGHTS

11.01 Dividends

Subject to the Act, the Board may from time to time declare dividends payable to the shareholders according to the respective rights and interests in the Corporation. Dividends may be paid in money or property or by issuing fully paid shares of the Corporation.

11.02 Dividend Cheques

A dividend payable in money shall be paid by cheque to the order of each registered holder of shares of the class or series in respect of which it has been declared, and mailed by prepaid ordinary mail to such registered holder at his address recorded in the Corporation's securities register or registers unless such holder otherwise directs. In the case of joint holders the cheque shall, unless such joint holders otherwise direct, be made payable to the order of all such joint holders and mailed to one of them at his recorded address. The mailing of such cheque as aforesaid, unless the same is not paid on due presentation, shall satisfy and discharge the liability for the dividend to the extent of the sum represented thereby plus the amount of any tax which the Corporation is required to and does withhold.

11.03 Advance on Calls

The Board may, if they shall think fit, receive from any member willing to advance the same (either in money or money's worth) all or any part of the moneys uncalled and unpaid or instalments payable upon any shares held by him; and upon all or any of the moneys so paid in advance the Board may (until the same would, but for such payment in advance, become presently payable) pay interest at such rate as may be agreed upon between the member paying the moneys in advance and the Board (not exceeding twenty per cent. per annum). But a payment in advance of a call shall not entitle the shareholder to receive any dividend or to exercise any other rights or privileges as a shareholder in respect of the share or the due portion of the shares upon which payment has been advanced by such shareholder before it is called. The Board may also at any time repay the amount so advanced upon giving to such shareholder one month's notice in writing unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced.

SECTION TWELVE
INFORMATION AVAILABLE TO SHAREHOLDERS

12.01 Except as provided by the Act, no shareholder shall be entitled to obtain information respecting any details or conduct of the Corporation's business which would not, in the opinion of the Board, be in the interests of the Corporation to communicate to the public.

12.02 The Board may from time to time, subject to rights conferred by the Act, determine whether and to what extent and to what time and place and under what conditions or regulations the documents, books and registers and accounting records of the Corporation or any of them shall be open to the inspection of shareholders and no shareholder shall have any right to inspect any document or book or register or account record of the Corporation except as conferred by statute or authorized by the Board or by a resolution of the shareholders.

SECTION THIRTEEN
NOTICES

13.01 Method of Notice

Any notice or document to be given or issued under these by-laws shall be in writing, except that any such notice or document to be given or issued by or on behalf of the Corporation under these by-laws (including any corporate communication) shall be in writing which may or may not be in a transitory form and may be recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form (including an electronic communication and publication on a computer network) whether having physical substance or not may be served or delivered by the Corporation by any of the following means subject to and to such extent permitted by and in accordance with the ACT, Hong Kong Companies Ordinance, the Listing Rules and any other applicable laws, rules and regulations:

- (a) personally;
- (b) by sending it through the post in a properly prepaid letter, envelope or wrapper addressed to a member at his registered address as appearing in the Register of members or in the case of another entitled person, to such address as he may provide;
- (c) by delivering or leaving it at such address as aforesaid;
- (d) by advertisement in an English language newspaper and a Chinese language newspaper in Hong Kong in accordance with the Listing Rules;
- (e) by transmitting it as an electronic communication to the entitled person at such electronic address as he may have provided; or
- (f) by publishing it on a computer network.

Any notice or document (including any corporate communication) given or issued by or on behalf of the Corporation:

- (a) if sent by post, shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is put into a post office or into a post office letter box;
- (b) if not sent by post but delivered or left at a registered address by the Corporation, shall be deemed to have been served on the day it was so delivered or left;
- (c) if published by way of a newspaper advertisement, shall be deemed to have been served on the date on which it is advertised in one English language newspaper and one Chinese language newspaper in Hong Kong;
- (d) if sent as an electronic communication, shall be deemed to have been served at the time when the notice or document is transmitted electronically provided that no notification that the electronic communication has not reached its recipient has been received by the sender, except that any failure in transmission beyond the sender's control shall not invalidate the effectiveness of the notice or document being served; and

- (e) if published on the Corporation's computer network, shall be deemed to have been served on the day on which the notice or document is published on the Corporation's computer network to which the entitled person may have access.

13.02 Notice to Joint Shareholders

If two or more persons are registered as joint holders of any share, any notice may be addressed to all of such joint holders but notice addressed to one of such persons shall be sufficient notice to all of them.

13.03 Notices to Shareholders outside Alberta

Notices shall be given to enable shareholders whose registered addresses are outside Alberta (including Hong Kong), sufficient time to allow them to exercise their rights or comply with the terms of the relevant notice.

13.04 Failure to Locate Shareholder

If a notice or document is sent to a shareholder by prepaid mail in accordance with Section 13.01 and the notice or document is returned on three (3) consecutive occasions, it shall not be necessary to send any further notice or document to the shareholder until he informs the Corporation in writing of his new address.

13.05 Omissions and Errors

The accidental omission to give any notice to any shareholder, director, officer, auditor or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

13.06 Execution of Documents and Notices

Unless otherwise specifically provided, the signature of any duly authorized director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

13.07 Waiver of Notice

Any shareholder, proxyholder, other person entitled to attend a meeting of shareholders, director, officer, auditor or member of a committee board may at any time waive notice, or waive or abridge the time for any notice, required to be given to him under the Act, the Regulations thereunder, the articles, the by-laws or otherwise and such waiver or abridgement, whether given before, during or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be given in writing except a waiver of notice of a meeting of shareholders or of the Board, a committee of the Board, which may be given in any manner.

SECTION FOURTEEN **MISCELLANEOUS**

14.01 Shareholders' Approval to Amend By-Law #1

When this by-law has been approved by the shareholders, the board shall not, without prior approval of two-thirds of the shareholders entitled to vote at an annual meeting of the Corporation, amend or repeal any provision of this by-law.

14.02 Interpretation

In the case of any conflict between this by-law and a unanimous shareholders agreement, whether such unanimous shareholders agreement exists at the coming into force of these by-laws or not, such unanimous shareholders agreement shall prevail.

14.03 Repeal

All previous by-laws of the Corporation are repealed as of the coming into force of this by-law. Such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any articles (as defined in the Act) or predecessor charter documents of the Corporation obtained pursuant to, any such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions of the shareholders or the Board or a committee of the Board with continuing effect passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this by-law and until amended or repealed.

14.04 Effective Date:

This by-law shall come into force the date the Corporation is incorporated under the Act or the date on which this by-law is enacted, whichever is later.

ENACTED by the Board the ____ day of _____, 20____.

Per: _____
President

Per: _____
Secretary

CONFIRMED by the Shareholders in accordance with the Act the ____ day of _____, 20____.

Per: _____
Secretary

BY-LAW NO. 2

A by-law respecting the borrowing of money, the issuing of securities and the securing of liabilities by

SUNSHINE OILSANDS LTD.

(hereinafter called “**the Corporation**”)

BE IT ENACTED as a by-law of the Corporation as follows:

1. Without limiting the borrowing powers of the Corporation as set forth in the Act, but subject to the Articles and any unanimous shareholders agreement, the Board may from time to time on behalf of the Corporation:
 - (a) borrow money upon the credit of the Corporation in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;
 - (b) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the Corporation, whether secured or unsecured, for such sums and at such prices as may be deemed expedient;
 - (c) give a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation to any person; and
 - (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any present and future property, real and personal, immovable and moveable, of the Corporation including its undertakings and rights, to secure any bonds, debentures, notes or other evidences of indebtedness or guarantee or any other indebtedness, liability or obligation of the Corporation, present or future.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

2. The Board may from time to time delegate to a committee of the Board, a director or an officer of the Corporation or any other person as may be designated by the Board all or any of the powers conferred on the Board by the preceding section of this by-law or by the Act to such extent and in such manner as the Board may determine at the time of such delegation.
3. This by-law shall come into force the date the Corporation is incorporated under the Act or the date on which this by-law is enacted, whichever is later.

ENACTED by the Board the ____ day of _____, 20____.

Per: _____
President

Per: _____
Secretary

CONFIRMED by the Shareholders in accordance with the Act the ____ day of _____, 20____.

Per: _____
Secretary