

In this Prospectus, unless the context otherwise requires, the following words and expressions shall have the following meanings. Certain technical terms are explained in the section entitled “Glossary of Technical Terms” in Appendix XI to this Prospectus.

- “2007 Share Option Plan”** The scheme approved and adopted by us on 9 May 2007 and amended on 30 April 2008 for the grant of share options to eligible participants, the principal terms of which are summarised in the section entitled “Statutory and General Information — D. Pre-IPO Share Option Schemes” in Appendix VI to this Prospectus
- “2009 Share Option Plan”** The scheme approved and adopted by us on 7 May 2009 and amended on 13 June 2010 for the grant of share options to eligible participants, the principal terms of which are summarised in the section entitled “Statutory and General Information — D. Pre-IPO Share Option Schemes” in Appendix VI to this Prospectus
- “ABCA”** *Business Corporations Act* (Alberta), as amended, supplemented or as otherwise modified from time to time
- “Advisory Agreement”** The advisory agreement entered into between our Company and Orient Financial dated 20 January 2010, as amended on 1 December 2010, 31 December 2010, 24 January 2011 and 24 October 2011 regarding advisory services provided by Orient Financial to our Company in connection with the Listing
- “Advisory Fee”** An amount payable by our Company to Orient Financial pursuant to the Advisory Agreement equal to the product of multiplying 0.75% of the number of issued and outstanding Shares at the time of the pricing of the Global Offering (which is expected to be on or about 24 February 2012) by the Offer Price per Share. We have elected to satisfy up to 95% of the Advisory Fee through the issue of Shares to Orient Financial at Listing which based on the number of issued and outstanding Shares at the time of the pricing of the Global Offering would be equal to 13,566,395 Shares.
- “AEMP”** The Alberta Environmental Monitoring Panel
- “AEW”** The Ministry of Environment and Water, a department of the Government of Alberta
- “Alberta”** The Province of Alberta, Canada
- “ALSA”** *Alberta Land Stewardship Act* (Alberta) as amended, supplemented or as otherwise modified from time to time

“ALUF”	Alberta Land-use Framework, a land use policy for surface land in Alberta published by the Government of Alberta in December 2008
“AMEC BDR”	AMEC BDR Limited, a technical engineering business and a subsidiary of Amec plc
“Annual and Special Meeting”	The annual and special meeting of our Company held on 26 January 2012
“AOSC”	Athabasca Oil Sands Corp., a corporation incorporated under the laws of Alberta on 23 August 2006 and listed on the Toronto Stock Exchange and an independent third party of our Company
“APEGGA”	Association of Professional Engineers, Geologists and Geophysicists of Alberta, an official body that regulates and licences the disciplines of engineering, geology and geophysics in Alberta through practice standards and a code of ethics
“Application Form(s)”	<b>WHITE</b> Application Form(s), <b>YELLOW</b> Application Form(s) or <b>GREEN</b> Application Form(s), individually or collectively, as the context so requires, any of them, that are used in connection with the Hong Kong Public Offering
“Articles”	The articles of incorporation of our Company, as amended, supplemented or as otherwise modified from time to time
“ASC”	Alberta Securities Commission, the regulatory agency responsible for administering the securities laws of Alberta
“associate(s)”	Has the meaning ascribed to therein under the Listing Rules
“AUC”	Alberta Utilities Commission, an independent, quasi-judicial agency of the Government of Alberta
“Audited Financial Statements”	The audited consolidated financial statements of our Company for the financial years ended 31 December 2008, 2009 and 2010 and the nine months ended 30 September 2011 as included in Appendix I to this Prospectus
“Bank of China”	Bank of China Limited
“Base Case Clastic Assets”	Our West Ells, Thickwood and Legend Lake sites

<b>“Board”</b>	The Board of Directors of our Company
<b>“BOCGI”</b>	Bank of China Group Investment Limited, a wholly owned subsidiary of Bank of China, incorporated in Hong Kong and an indirect shareholder of our Company
<b>“BOCI”</b>	BOCI Asia Limited, a licensed corporation to conduct type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO
<b>“Business Day”</b>	Any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
<b>“By-Laws”</b>	The By-Laws of our Company adopted on 22 February 2007, as amended, supplemented or as otherwise modified from time to time
<b>“Canada”</b>	Canada, its territories, its possessions and all areas subject to its jurisdiction
<b>“Canadian Auditing Standards”</b>	The International Standards on Auditing adopted by the Canadian Auditing and Assurance Standards Board
<b>“Canadian dollars” or “CAD” or “C\$”</b>	Canadian dollars, the lawful currency of Canada
<b>“Canadian Environmental Assessment Act” or “CEAA”</b>	<i>Canadian Environmental Assessment Act</i> (Canada), as otherwise amended, supplemented or otherwise modified from time to time
<b>“CCASS”</b>	The Central Clearing and Settlement System established and operated by HKSCC
<b>“CCASS Clearing Participant”</b>	A person admitted to participate in CCASS as a direct clearing participant or a general clearing participant
<b>“CCASS Custodian Participant”</b>	A person admitted to participate in CCASS as a custodian participant
<b>“CCASS Investor Participant”</b>	A person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
<b>“CCASS Participant”</b>	A CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant

<b>“Cenovus”</b>	Cenovus Energy Inc., a corporation incorporated under the laws of Alberta in 2009 and listed on the Toronto Stock Exchange and the New York Stock Exchange and an independent third party of our Company
<b>“Charter Globe”</b>	Charter Globe Limited, a wholly owned subsidiary of BOCGI, incorporated in Hong Kong and a shareholder of our Company
<b>“Chevron”</b>	Chevron Corporation, a corporation organised and existing under the laws of the State of Delaware and listed on the New York Stock Exchange and the NYSE Euronext and an independent third party of our Company
<b>“China” or “PRC”</b>	The People’s Republic of China
<b>“China Life”</b>	China Life Insurance (Overseas) Company Limited, a wholly owned subsidiary of China Life Insurance (Group) Company Limited, incorporated in the PRC and a shareholder of our Company
<b>“Class B Shares”</b>	The Class B Common Voting Shares in the capital of our Company (as so designated pursuant to our Articles as at the Listing Date)
<b>“Class G Shares”</b>	The Class G Preferred Non-Voting Shares in the capital of our Company (as so designated pursuant to our Articles as at the Listing Date)
<b>“Class H Shares”</b>	The Class H Preferred Non-Voting Shares in the capital of our Company (as so designated pursuant to our Articles as at the Listing Date)
<b>“Climate Change and Emissions Management Act”</b>	<i>Climate Change and Emissions Management Act</i> (Alberta), as amended, supplemented or otherwise modified from time to time
<b>“Climate Change and Emissions Management Fund” or “Fund”</b>	A provincial fund established pursuant to the Climate Change and Emissions Management Act
<b>“CNRL” or “Canadian Natural Resources Limited”</b>	Canadian Natural Resources Limited, a corporation incorporated under the laws of Alberta in 1973 and listed on the Toronto Stock Exchange and the New York Stock Exchange and an independent third party of our Company
<b>“Code of Corporate Governance”</b>	The Code of Corporate Governance Practices at Appendix 14 of the Listing Rules
<b>“COGE Handbook”</b>	The Canadian Oil and Gas Evaluation Handbook prepared jointly by the Society of Petroleum Evaluation Engineers (Calgary Chapter) and the Canadian Institute of Mining, Metallurgy and Petroleum

<b>“Commissioner”</b>	The Commissioner of Competition, pursuant to the Competition Act
<b>“Common Shares”</b>	The Shares, Class B Shares, Class C Common Non-Voting Shares, Class D Common Non-Voting Shares, Class E Common Non-Voting Shares and the Class F Common Non-Voting Shares in the capital of our Company (each as so designated pursuant to our Articles as at the Listing Date)
<b>“Companies Act”</b>	<i>Companies Act</i> (Alberta), as amended, supplemented or as otherwise modified from time to time
<b>“Companies Ordinance”</b>	<i>Companies Ordinance</i> (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
<b>“Company”, “our Company”, “we”, “our” or “us”</b>	Sunshine Oilsands Ltd., a company incorporated under the laws of Alberta on 22 February 2007
<b>“Competent Evaluator”</b>	a Competent Person undertaking valuations that satisfy Rule 18.23 of the Listing Rules
<b>“Competent Persons”</b>	D&M and GLJ
<b>“Competent Persons’ Reports”</b>	The competent persons’ reports prepared by each of D&M and GLJ and effective as at 30 November 2011
<b>“Competition Act”</b>	<i>Competition Act</i> (Canada), as amended, supplemented or otherwise modified from time to time
<b>“Connacher”</b>	Connacher Oil and Gas Limited, a corporation incorporated under the laws of Alberta in 1997 and listed on the Toronto Stock Exchange and an independent third party of our Company
<b>“connected person(s)”</b>	Has the meaning ascribed to it in the Listing Rules
<b>“Conoco”</b>	ConocoPhillips, a corporation organised and existing under the laws of the State of Delaware and listed on the New York Stock Exchange and a independent third party of our Company
<b>“CRA”</b>	Canada Revenue Agency
<b>“Cross-Strait”</b>	Cross-Strait Common Development Fund Co. Limited, a limited liability company incorporated under the laws of Hong Kong and a shareholder of our Company

<b>“Crown”</b>	Her Majesty in right of Alberta
<b>“Crown Land Sales”</b>	The competitive process whereby the Government of Alberta awards leases of public land in Alberta
<b>“D&amp;M”</b>	DeGolyer and MacNaughton Canada Limited, a Competent Person and a Competent Evaluator, formed under the laws of Alberta, a wholly owned subsidiary of DeGolyer and MacNaughton Corporation and an independent third party of our Company
<b>“D&amp;M Report”</b>	Competent Person’s Report prepared by D&M and effective as at 30 November 2011, a summary of which is included at Part II of Appendix IV
<b>“Department of Energy”</b>	The Alberta Department of Energy, a department of the Government of Alberta
<b>“Deutsche Bank”</b>	Deutsche Bank AG, Hong Kong Branch, a registered institution with respect to type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO, and a licensed bank under the Banking Ordinance (Chapter 155 of the Laws of Hong Kong)
<b>“Directive 23”</b>	Directive 023: Guidelines Respecting an Application for a Commercial Crude Bitumen Recovery and Upgrading Project, issued by the Alberta Energy and Utilities Board in September 1991
<b>“Director(s)”</b>	Director(s) of our Company
<b>“E&amp;E”</b>	Exploration and Evaluation assets
<b>“EIA”</b>	United States Energy Information Administration, an agency within the department of Energy of the government of the United States
<b>“EIG Funds”</b>	EIG Gateway Direct Investments, LP, TCW Energy Fund XIV, LP, TCW Energy Fund XIV-A, LP, TCW Energy Fund XIV-B, LP and TCW Energy Fund XIV (Cayman), LP
<b>“Encumbrance”</b>	Any mortgage, charge, pledge, lien, claim or other security interest or any option, restriction, right of first refusal, right of pre-emption or other third party claim, right, interest or preference or any other encumbrance of any kind

<b>“EPEA”</b>	<i>Environmental Protection and Enhancement Act</i> (Alberta), as amended, supplemented or otherwise modified from time to time
<b>“ERCB”</b>	Energy Resources Conservation Board, an independent, quasi-judicial agency of the Government of Alberta
<b>“Excluded Shares”</b>	Any Shares which may be issued (i) pursuant to the exercise of the Over-Allotment Option, (ii) pursuant to the exercise of any of the Share options granted under our Share Options Schemes after the Latest Practicable Date; or (iii) pursuant to the conversion of any Class G Shares or Class H Shares as at the Listing Date
<b>“Farmin and Option Agreement”</b>	The farmin and option agreement entered into between Petro Energy Corp. and our Company on 1 March 2008
<b>“Fee Warrant(s)”</b>	The 624,996 Fee Warrants issued by our Company in 2010 with an exercise price of C\$6.00 and 1,084,711 Fee Warrants issued by our Company in 2011 with an exercise price of C\$9.68
<b>“First Nations”</b>	the indigenous peoples of Canada, excluding the Arctic-situated Inuit peoples
<b>“Fisheries Act”</b>	<i>Fisheries (Alberta) Act</i> (Alberta), as amended, supplemented or otherwise modified from time to time
<b>“GAAP”</b>	Generally accepted accounting principles
<b>“GDP”</b>	Gross domestic product
<b>“GHG”</b>	Greenhouse gas
<b>“GLJ”</b>	GLJ Petroleum Consultants Limited, a Competent Person and a Competent Evaluator, a limited liability company incorporated under the laws of Alberta and an independent third party of our Company
<b>“GLJ Report”</b>	Competent Person’s Report prepared by GLJ and effective as at 30 November 2011, a summary of which is included at Part I of Appendix IV
<b>“Global Offering”</b>	The Hong Kong Public Offering and the International Offering
<b>“Green Application Form(s)”</b>	The application form(s) to be completed by the White Form eIPO service provider, Computershare Hong Kong Investor Services Limited

<b>“Group”, “our Group” or “the Group”</b>	Our Company and our subsidiary
<b>“Harper Pilot”</b>	Our Harper Carbonate CSS pilot project, launched in 2010
<b>“HKSCC”</b>	Hong Kong Securities Clearing Company Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited
<b>“HKSCC Nominees”</b>	HKSCC Nominees Limited, a wholly owned subsidiary of HKSCC
<b>“Hong Kong” or “HK”</b>	Hong Kong Special Administrative Region of the People’s Republic of China
<b>“Hong Kong dollars” or “HK dollars” or “HK\$”</b>	Hong Kong dollars, the lawful currency of Hong Kong
<b>“Hong Kong Offer Shares”</b>	The 92,330,000 Shares initially being offered for subscription under the Hong Kong Public Offering (subject to any adjustment or re-allocation as described in the section entitled “Structure of the Global Offering” in this Prospectus)
<b>“Hong Kong Public Offering”</b>	The offer of Hong Kong Offer Shares for subscription by the public in Hong Kong at the Offer Price (plus a brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) on the terms and subject to the conditions described in this Prospectus and the Application Forms, as further described in the section entitled “Structure of the Global Offering — The Hong Kong Public Offering” in this Prospectus
<b>“Hong Kong Securities and Futures Ordinance” or “SFO”</b>	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
<b>“Hong Kong Share Register”</b>	The branch register of members of our Shares maintained by the Hong Kong Share Registrar in Hong Kong
<b>“Hong Kong Share Registrar”</b>	Computershare Hong Kong Investor Services Limited
<b>“Hong Kong Takeovers Code” or “Takeovers Code”</b>	The Codes on Takeovers and Mergers and Share Repurchases issued by the SFC, as amended, supplemented or otherwise modified from time to time



<b>“Hong Kong Underwriters”</b>	The underwriters for the Hong Kong Public Offering as listed in the section entitled “Underwriting — Hong Kong Underwriters” in this Prospectus
<b>“Hong Kong Underwriting Agreement”</b>	The underwriting agreement dated 17 February 2012 relating to the Hong Kong Public Offering entered into by our Company, the Joint Global Coordinators and the Hong Kong Underwriters as further described in the section entitled “Underwriting — Hong Kong Public Offering” in this Prospectus
<b>“ICA” or “Investment Canada Act”</b>	<i>Investment Canada Act</i> (Canada) as amended, supplemented or as otherwise modified from time to time
<b>“IEA”</b>	International Energy Agency
<b>“IFRS”</b>	International Financial Reporting Standards, as issued by the International Accounting Standards Board
<b>“Information Circular”</b>	the information circular for the Annual and Special Meeting held on 26 January 2012 and dated 30 December 2011
<b>“Interim Guidance”</b>	<i>Interim Guidance on Pre-IPO Investments Pending Consultation On Possible Listing Rule Amendments</i> issued by the Listing Committee on 13 October 2010 (reproduced as HKEx Guidance Letter HKEx-GL29-12 on 16 January 2012)
<b>“International Offer Shares”</b>	The 830,969,500 Shares initially being offered under the International Offering (subject to any adjustment or re-allocation together with, where relevant, any additional Shares which may be issued by our Company pursuant to the Over-Allotment Option)
<b>“International Offering”</b>	The offering by our Company of the International Offer Shares at the Offer Price, as further described in the section entitled “Structure of the Global Offering” in this Prospectus
<b>“International Underwriters”</b>	The underwriters for the International Offering
<b>“International Underwriting Agreement”</b>	The international underwriting agreement relating to the International Offering and expected to be entered into by, among others, our Company, the Joint Global Coordinators and the International Underwriters on or about 24 February 2012, as further described in the section entitled “Underwriting — International Offering” in this Prospectus

<b>“IPO”</b>	Initial Public Offering
<b>“ITA” or “Tax Act”</b>	<i>Income Tax Act</i> (Canada), as otherwise amended, supplemented or otherwise modified from time to time
<b>“JACOS”</b>	Japan Canada Oil Sands Limited, a subsidiary of Japan Petroleum Exploration Co., Ltd incorporated under the laws of Alberta in 1978 and an independent third party of our Company
<b>“Joint Global Coordinators”, “Joint Sponsors”, “Joint Bookrunners” or “Joint Lead Managers”</b>	Morgan Stanley, BOCI and Deutsche Bank
<b>“Joint Policy Statement”</b>	The Joint Policy Statement by the Stock Exchange and the SFC Regarding the Listing of Overseas Companies, dated 7 March 2007
<b>“Laricina”</b>	Laricina Energy Ltd., a corporation formed under the laws of Alberta on 11 November 2005 and an independent third party of our Company
<b>“LARP”</b>	The draft Lower Athabasca Regional Plan
<b>“Latest Practicable Date”</b>	13 February 2012, being the latest practicable date for ascertaining certain information in this Prospectus before its publication
<b>“Leased Properties”</b>	The leased properties described in the section entitled “Statutory and General Information — B. Further Information About Our Business — 4. Properties — (a) Our Leased Properties” to this Prospectus
<b>“Legacy”</b>	Legacy Oil + Gas Inc., a corporation incorporated under the laws of Alberta on 15 October 2009
<b>“Listing”</b>	The listing of the Shares on the Main Board
<b>“Listing Committee”</b>	The Listing Committee of the Stock Exchange
<b>“Listing Date”</b>	The date, expected to be on or about 1 March 2012, on which the Shares are listed and from which dealings in the Shares are permitted to take place on the Stock Exchange

<b>“Listing Rules”</b>	The Rules Governing the Listing of Securities on the Stock Exchange (as amended, supplemented or otherwise modified from time to time)
<b>“Lock-up Party”</b>	Each of (i) Orient International Resources Group Limited; (ii) Charter Globe Limited; (iii) China Life Insurance (Overseas) Company Limited; (iv) Cross-Strait Common Development Fund Co. Limited; (v) Michael J. Hibberd; (vi) Songning Shen; (vii) Gregory G. Turnbull; (viii) Raymond Fong; (ix) John Stanley Kowal; (x) Douglas Stewart Brown; (xi) Thomas K. Rouse; (xii) David Owen Sealock; (xiii) Songbo Cong; (xiv) Dan Dugas; (xv) Jason James Hancheruk; (xvi) Tony Sabelli; (xvii) Perla Woo; (xviii) Manjeet Singh Dhillon; (xix) Tomasz Wnorowski; (xx) Dustin Morrisette; (xxi) Michael Hardcastle; (xxii) M. J. Fox; (xxiii) Gordon Sanders; (xxiv) Simon Har; (xxv) Rick Pawluk; (xxvi) Far East Enterprise Investment Foundation Limited; (xxvii) 1226591 Alberta Inc.; (xxviii) MJH Services Inc.; (xxix) Profit Nation International Limited; (xxx) Skybo Holdings Limited; and (xxxi) City Legend Group Limited.
<b>“Main Board”</b>	The stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange
<b>“Maximum Offer Price”</b>	HK\$5.08 (being the high end of the Offer Price range stated in this Prospectus)
<b>“MEG”</b>	MEG Energy Corp., a corporation incorporated under the laws of Alberta in 1999 and listed on the Toronto Stock Exchange and an independent third party of our Company
<b>“Memorandum of Understanding for Strategic Cooperation”</b>	Memorandum of Understanding for Strategic Cooperation entered into between our Company and Sinopec International Petroleum Exploration & Production Corporation on 1 February 2012
<b>“Mines and Minerals Act”</b>	<i>Mines and Minerals Act</i> (Alberta), as amended, supplemented or as otherwise modified from time to time
<b>“Minister of Energy”</b>	The Minister of Energy for the Government of Alberta
<b>“Morgan Stanley”</b>	Morgan Stanley Asia Limited, a licensed corporation to conduct type 1 (dealing in securities), type 4 (advising on securities), type 5 (advising on future contracts), type 6 (advising on corporate finance), type 7 (providing automated trading services) and type 9 (asset management) regulated activities under the SFO

“NEB”	National Energy Board of Canada, an independent economic regulatory agency of the Government of Canada
“NI 51-101”	Canadian National Instrument 51-101, <i>Standards of Disclosure for Oil and Gas Activities</i>
“NI 51-102”	Canadian National Instrument 51-102, <i>Continuous Disclosure Obligations</i>
“non-partnered”	An interest that is not part of any joint venture, partnership, or similar arrangement with a third party
“Non-Resident Shareholder”	A person that is, for purposes of the ITA and applicable income tax treaty or convention, neither resident nor deemed to be resident in Canada
“NPV”	Net Present Value
“OECD”	The Organisation for Economic Co-operation and Development
“Offer Price”	The final Hong Kong dollar price per Offer Share (exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee) at which the Hong Kong Offer Shares are to be subscribed for pursuant to the Hong Kong Public Offering and the International Offer Shares are to be offered pursuant to the International Offering, to be determined as described in the section entitled “Structure of the Global Offering — Pricing and Allocation” in this Prospectus
“Offer Share(s)”	The Hong Kong Offer Shares and the International Offer Shares together, where relevant, with any additional Shares to be issued by our Company pursuant to exercise of the Over-Allotment Option
“OGCA”	<i>Oil and Gas Conservation Act</i> (Alberta), as amended, supplemented or otherwise modified from time to time
“OHSA”	<i>Occupational Health and Safety Act</i> (Alberta), as amended, supplemented or otherwise modified from time to time
“OHSC”	<i>Occupational Health and Safety Code</i> (Alberta), as amended, supplemented or otherwise modified from time to time
“OHSR”	<i>Occupational Health and Safety Regulation</i> (Alberta), as amended, supplemented or otherwise modified from time to time

<b>“Oil &amp; Gas Leases”</b>	Oil Sands Leases and PNG Licences, as appropriate
<b>“Oil and Gas Asset Purchase Agreement”</b>	The oil and gas asset purchase agreement entered into between Petro Energy Corp. and our Company on 29 September 2008
<b>“Oil Sands” or “oil sands”</b>	Sands and other clastic rock materials which contain bitumen and include all other mineral substances in association therewith
<b>“Oil Sands Conservation Act”</b>	<i>Oil Sands Conservation Act</i> (Alberta), as amended, supplemented or otherwise modified from time to time
<b>“Oil Sands Lease”</b>	An oil sands lease pursuant to which the Crown grants the holder the right to develop and use oil sands resources existing under the Oil Sands Tenure Regulation on a primary or a continued basis
<b>“Oil Sands Permit”</b>	An oil sands lease pursuant to which the Crown grants the holder the right to develop and use oil sands resources existing under the Oil Sands Tenure Regulation for a five year term
<b>“Oil Sands Tenure Regulation”</b>	<i>Oil Sands Tenure Regulation</i> (Alberta), as amended, supplemented or otherwise modified from time to time
<b>“Orient”</b>	Orient International Resources Group Limited, a company incorporated under the laws of the British Virgin Islands on 7 April 2010
<b>“Orient Credit Facility”</b>	The two-year credit facility entered into between Orient and our Company on 18 October 2011
<b>“Orient Financial”</b>	Orient Financial Holdings Limited, a company incorporated under the laws of Hong Kong on 2 July 2002
<b>“Orient P&amp;C”</b>	Orient International Petroleum & Chemical Limited, a company incorporated under the laws of Hong Kong on 6 December 2004
<b>“Orient Shares”</b>	The 13,566,395 Shares to be issued to Orient Financial pursuant to the Advisory Agreement upon the Listing Date based on the number of issued and outstanding Shares at the time of pricing of the Global Offering (which is expected to be on or about 24 February 2012)
<b>“Over-Allotment Option”</b>	The option expected to be granted by our Company to the International Underwriters, exercisable by the Joint Global Coordinators on behalf of the International Underwriters for up to 30 days from the day following

the last day for the lodging of applications under the Hong Kong Public Offering, to require our Company to allot and issue up to 138,495,000 additional new Shares (representing in aggregate 15% of the initial Offer Shares) to, among other things, cover over-allocations in the International Offering, if any, details of which are described in the section entitled “Structure of the Global Offering” in this Prospectus

<b>“PADD”</b>	Petroleum Administration for Defence District
<b>“Pelican Lake Farmout”</b>	A 100% working interest held by Petro-Energy Corp in the Wabiskaw formation in seven sections of undeveloped land at Pelican Lake equal to 1,792 hectares in total
<b>“Perpetual”</b>	Perpetual Energy Operating Corp., a corporation incorporated under the laws of Alberta on 28 June 2002
<b>“Petro Energy Corp”</b>	Petro Energy Corp., a corporation formed under the laws of Alberta on 28 July 2006
<b>“PIPA”</b>	<i>Personal Information Protection Act</i> (Alberta), as otherwise amended, supplemented or otherwise modified from time to time
<b>“Post-IPO Share Option Scheme”</b>	The scheme conditionally approved and adopted by us on 26 January 2012 for the grant of share options to eligible participants following the completion of the Global Offering, the principal terms of which are summarised in the section entitled “Statutory and General Information — E. Post-IPO Share Option Scheme” in Appendix VI to this Prospectus
<b>“Preferred Shares”</b>	Our Class G Shares and our Class H Shares
<b>“Pre-IPO Share Option Schemes”</b>	The 2007 Share Option Plan and the 2009 Share Option Plan, the principal terms of which are summarised in the section entitled “Statutory and General Information — D. Pre-IPO Share Option Schemes” in Appendix VI to this Prospectus
<b>“Price Determination Agreement”</b>	The agreement to be entered into between our Company and the Joint Global Coordinators on behalf of the Underwriters on the Price Determination Date to record and fix the Offer Price
<b>“Price Determination Date”</b>	The date, expected to be on or about 24 February 2012, on which the Offer Price is fixed for the purposes of the Global Offering, and in any event no later than 29 February 2012
<b>“Principal Share Register”</b>	Our Company’s register of members in Alberta, Canada maintained by the Principal Share Registrar, where all shares in the capital of our Company are registered prior to Listing

<b>“Principal Share Registrar”</b>	Alliance Trust Company, a trust company incorporated under the laws of Alberta in 2007 and the principal share registrar of our Company
<b>“Properties”</b>	Leased Properties and Oil & Gas Leases
<b>“Prospectus”</b>	This Prospectus being issued in connection with the Hong Kong Public Offering
<b>“PRS”</b>	means the primary recovery scheme for Muskwa approved on 18 January 2010 (PRS#11382)
<b>“Public Lands Act”</b>	<i>Public Lands Act</i> (Alberta), as amended, supplemented or otherwise modified from time to time
<b>“Purchase Warrant(s)”</b>	The 6,956,603 Purchase Warrants issued by our Company in 2010 with an exercise price of C\$8.00
<b>“QIBs” or “Qualified Institutional Buyers”</b>	Qualified institutional buyers as defined in Rule 144A
<b>“Regulation S”</b>	Regulation S under the US Securities Act
<b>“Rule 144A”</b>	Rule 144A under the US Securities Act
<b>“Securities Act”</b>	<i>Securities Act</i> (Alberta), as amended, supplemented or otherwise modified from time to time
<b>“SEDI”</b>	System for Electronic Disclosure by Insiders in Canada
<b>“SFC”</b>	The Securities and Futures Commission of Hong Kong
<b>“SFO”</b>	<i>Securities and Futures Ordinance</i> (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
<b>“SGER”</b>	<i>Specified Gas Emitters Regulation</i> (Alberta), as amended, supplemented or otherwise modified from time to time
<b>“Shared Formations”</b>	The Pelican Lake Farmout and the Thickwood Farmout. The area of the 13 sections comprising the Thickwood Farmout and the Pelican Lake Farmout are equal to approximately 0.7% of our aggregate holdings of Oil Sands Leases

<b>“Shareholder(s)”</b>	the holder(s) of the Share(s) and, until their exchange for Shares on a one-for-one basis on or immediately prior to Listing, the Class B Shares
<b>“Shareholders’ equity”</b>	Shares, retained earnings and other accumulated comprehensive income
<b>“Share Option Schemes”</b>	The Pre-IPO Share Option Schemes and the Post-IPO Share Option Scheme
<b>“Shares”</b>	The Class A Common Voting Shares in the capital of our Company (as so designated pursuant to our Articles as at the Listing Date)
<b>“Sinopec”</b>	China Petroleum & Chemical Corporation, a joint stock limited company incorporated and existing under the laws of the People’s Republic of China and controlled by Sinopec Group
<b>“Sinopec Group”</b>	China Petrochemical Corporation, a state-owned petroleum and petrochemical enterprise that was incorporated in July 1988
<b>“SIPC”</b>	Sinopec International Petroleum Exploration & Production Corporation, a company incorporated and existing under the laws of the People’s Republic of China, and a wholly owned subsidiary of Sinopec
<b>“SRD”</b>	Sustainable Resource Development, a Ministry of the Government of Alberta
<b>“Stabilising Manager”</b>	Deutsche Bank AG, Hong Kong Branch
<b>“Stock Exchange” or “Hong Kong Stock Exchange”</b>	The Stock Exchange of Hong Kong Limited
<b>“subsidiary(ies)”</b>	Has the meaning ascribed to it in section 2 of the Companies Ordinance
<b>“Subscription Agreements”</b>	The three subscription agreements entered into between our Company and each of China Life, Charter Globe and Cross-Strait in February 2011, under which China Life subscribed for Class B Shares and Charter Globe and Cross-Strait subscribed for Shares
<b>“Subsidiary” or “Fern”</b>	Fern Energy Limited, a wholly owned subsidiary of our Company and a corporation incorporated under the laws of Alberta on 6 February 2006
<b>“Substantial Shareholder”</b>	Has the meaning ascribed to it in the Listing Rules



<b>“Suncor” or “Suncor Energy”</b>	Suncor Energy Inc., a corporation incorporated under the laws of Canada and listed on the Toronto Stock Exchange and the New York Stock Exchange and an independent third party of our Company
<b>“Surface Rights Act”</b>	<i>Surface Rights Act</i> (Alberta), as amended, supplemented or otherwise modified from time to time
<b>“Surface Rights Board”</b>	The Surface Rights Board established and continued under the Surface Rights Act
<b>“Thickwood Farmout”</b>	A 50% working interest held by Petro Energy Corp in the Wabiskaw formation in six sections of land in the Thickwood region equal to 1,536 hectares in total
<b>“Track Record Period”</b>	The three financial years ended 31 December 2008, 2009 and 2010 and the nine months ended 30 September 2011
<b>“Underwriters”</b>	The Hong Kong Underwriters and the International Underwriters
<b>“Underwriting Agreements”</b>	The Hong Kong Underwriting Agreement and the International Underwriting Agreement
<b>“Unit”</b>	One Share and one-half of a Purchase Warrant in the capital of our Company
<b>“United States” or “US”</b>	The United States of America, its territories, its possessions and all areas subject to its jurisdiction
<b>“UPPVP Act”</b>	<i>Unclaimed Personal Property and Vested Property Act</i> (Alberta), as amended, supplemented or otherwise modified from time to time
<b>“US dollars” or “US\$”</b>	United States dollars, the lawful currency of the United States
<b>“US Exchange Act”</b>	<i>United States Securities Exchange Act of 1934</i> , as amended, supplemented or otherwise modified from time to time
<b>“US SEC”</b>	Securities and Exchange Commission of the United States, a federal agency of the Government of the United States
<b>“US Securities Act”</b>	<i>United States Securities Act of 1933</i> , as amended, supplemented or otherwise modified from time to time

<b>“Warrants”</b>	The Fee Warrants and the Purchase Warrants
<b>“Warrant holders”</b>	The holders of the Warrants
<b>“Water Act”</b>	<i>Water Act</i> (Alberta) as amended, supplemented or otherwise modified from time to time
<b>“White Form eIPO”</b>	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of White Form eIPO at <a href="http://www.eipo.com.hk">www.eipo.com.hk</a>
<b>“White Form eIPO service provider”</b>	Computershare Hong Kong Investor Services Limited

*The terms “associate”, “connected person”, “connected transaction”, “controlling shareholder”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.*

*Unless otherwise specified, translations of C\$ into HK\$ in this Prospectus are based on the rate of C\$1.00: HK\$7.4906, translations of C\$ into US\$ are based on the rate of C\$1.00 : US\$0.9626 and translations of US\$ into HK\$ in this Prospectus are based on the rate of US\$1.00: HK\$7.7840.*

*No representation is made that any amounts in HK\$, C\$ and US\$ can be or could have been converted at the relevant dates at the above rates or any other rates at all.*

*Certain amounts and percentage figures included in this Prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.*

*The English translation of names or any description in Chinese or the English or Chinese translation of names, as the case may be, which are marked with “\*” are for identification purposes only.*

*Unless otherwise expressly stated or the context otherwise requires, all data in this Prospectus is as of the Latest Practicable Date.*

*Unless otherwise specified, statements contained in this Prospectus assume no exercise of the Over-Allotment Option. See the section entitled “Underwriting” in this Prospectus.*