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阳光油砂
SUNSHINE OILSANDS LTD.

SUNSHINE OILSANDS LTD.
陽光油砂有限公司*

*(a corporation incorporated under the Business Corporation Act of the Province of Alberta, Canada
with limited liability)
(HKEX: 2012)*

PLACING OF UP TO 114,280,000 UNDER SPECIFIC MANDATE

Placing Agent to the Placing
Cheer Union Securities Limited



By Order of the Board of Sunshine Oilsands Ltd.
Kwok Ping Sun
Executive Chairman

Hong Kong, December 21, 2025
Calgary, December 21, 2025

As at the date of this announcement, the Board consists of Mr. Kwok Ping Sun and Ms. Gloria Pui Yun Ho as executive directors; Mr. Michael John Hibberd, Ms. Xijuan Jiang and Mr. Yonglan Chen as non-executive directors; and Mr. Yi He, Mr. Guangzhong Xing and Ms. Jue Pang as independent non-executive directors.

**For identification purposes only*

Hong Kong (December 21, 2025) and **Calgary, Alberta** (December 21, 2025) – The Board of Directors (the “**Board**”) of Sunshine Oilsands Ltd. (the “**Company**” or “**Sunshine**”) (HKEX: 2012) is pleased to announce the following:

PLACING OF NEW SHARES UNDER SPECIFIC MANDATE

(a) The Placing

On December 21, 2025 in Hong Kong (December 21, 2025) in Calgary), the Company entered into a placing agreement (the “**Placing Agreement**”) **Cheer Union Securities Limited** (the “**Placing Agent**” or “**CUS**”) under which the Corporation has conditionally agreed to place, through CUS, on a best efforts basis, up to 114,280,000 common shares of the Company (the “**Shares**”) at a price of HK\$0.36 per Share (the “**Placing Price**”) which shall be newly issued Shares pursuant to the terms of the Placing Agreement (the “**Placing Shares**”). It is currently expected that there will be at least six placees of the Placing Shares (who will be independent professional, institutional or other investors) who and whose ultimate beneficial owners are third parties residing in Hong Kong (the “**Placees**”) and independent of and not connected with the Company or its connected persons (as defined under the Listing Rules) (the “**Placing**”).

Assuming no further issue of new Shares or repurchase of Shares (other than those failing to be issued upon full exercise of the share options), the number of Placing Shares represents approximately 20.00% of the existing issued share capital of the Company of 571,354,444 Shares as at the date of this announcement and approximately 16.67% of the Company’s issued share capital of 571,354,444 Shares as enlarged by the allotment and issue of the Placing Shares.

(b) Placing Price

The Placing Price represents:

- (i) a discount of approximately 17.81% to the average closing price of approximately HK\$0.438 per Share as quoted on the Hong Kong Stock Exchange for the last five consecutive trading days immediately prior to December 19, 2025 (being the last trading day immediately preceding the signing of the Placing Agreement); and
- (ii) a discount of approximately 10.00% to the closing price of HK\$0.400 per Share as quoted on the Hong Kong Stock Exchange on December 19, 2025.

The maximum gross proceeds to be raised from the Placing will be HK\$ 41,140,800 (approximately CDN\$ 7,286,071 ⁽¹⁾).

Note:

1. Based on the Bank of Canada’s nominal closing exchange rate (as at December 19, 2025) of CDN\$1.00 = HK\$5.6465.

The Placing Price was determined with reference to the prevailing market price of the Shares and was negotiated on an arm’s length basis between the Company and CUS. The directors of the Company (the “**Directors**”) consider that the terms of the Placing are on normal commercial terms and are fair and reasonable based on the current market conditions and the Placing is in the interests of the Company and its shareholders as a whole.

(c) Conditions Precedent to Completion of the Placing Agreement

Completion of the Placing is subject to the fulfillment or waiver (other than conditions (i) and (ii) below which cannot be waived) of the following conditions:

- (i) the Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) approving the listing of and dealing in the Placing Shares to be issued pursuant to the Placing Agreement on or before February 28, 2026;
- (ii) compliance of the Placing with the requirements under the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the “**Listing Rules**”) and
- (iii) the receipt of all required documents as stipulated in the Placing Agreement.

(d) Completion of the Placing

Completion of the Placing will take place on four business days (means any day excluding Saturday and Sunday on which commercial banks are generally open for business in Hong Kong) immediately fulfill the condition (c) above or such other date as the parties may agree (the “**Placing Completion Date**”).

The certificates representing the Shares placed for under the Placing will bear certain legends, as required under applicable Canadian securities laws.

Completion of the Placing is subject to the satisfaction of certain conditions. As the Placing may or may not proceed, shareholders and potential investors of the Corporation are advised to exercise caution when dealing in the securities of the Corporation.

(e) Specific Mandate to Issue Shares

The Placing Shares will be allotted and issued under the Specific Mandate, which is subject to the Shareholders’ approval at the SGM. As at the date of this announcement, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, none of the Shareholders has a material interest in the Placing Agreement and the transactions contemplated respectively thereunder and are required to abstain from voting at the SGM to approve the relevant resolution(s) regarding the Placing and the Specific Mandate. The Shares when issued pursuant to the Placing will be credited as fully paid and rank pari passu in all respects with the other existing Shares.

The Company will make an application to the Stock Exchange for the grant of the listing of and permission to deal in the Placing Shares.

A circular containing, among other things, (i) further details of the Placing Agreement; and (ii) a notice convening the SGM, is expected to be despatched to the Shareholders no later than January 15, 2026.

(f) Reasons for the Placing and Use of Proceeds from the Placing

The Directors consider that the Placing represents an opportunity to raise capital for the Company at an important time for the Company. The maximum gross proceeds to be raised from the Placing will be HK\$41,140,800 (approximately CDN\$ 7,286,071⁽¹⁾). Based on the estimated expenses of approximately HK\$ 822,816 (approximately CDN\$ 145,721⁽¹⁾), the maximum net proceeds to be raised from the Placing will be approximately HK\$ 40,317,984 (approximately CDN\$7,140,350 ⁽¹⁾). On this basis, the net price per Share under the Placing is approximately HK\$ 0.3528.

The Company intends to apply the net proceeds from the Placing for general working capital of the Company.

(g) Fund Raising Activities of the Company in the past 12 months

Save as disclosed below, the Company has not conducted any other fund raising activities during the 12 months immediately preceding the date of this announcement.

Date of announcement	Fund raising activity	Approximate net proceeds raised	Intended use of the net proceeds	Actual use of the net proceeds
April 17, 2025	Private placement of Common Shares under the general mandate granted on 18 June 2024 (Hong Kong Time) /17 June 2024 (Calgary Time)	HK\$ 17,043,508 (approximately CDN\$ 3,050,787 ⁽²⁾)	For settlement with creditors	The entire amount of HK\$ 17,043,508 (approximately CDN\$ 3,050,787 ⁽²⁾) used for Debt Settlement. There is no actual cash inflow into the Company as the issuance of shares was to settle the payable
April 28, 2025	Private placement of Common Shares under the specific mandate granted on 18 June 2025 (Hong Kong Time) /17 June 2025 (Calgary Time)	HK\$ 73,039,619 (approximately CDN\$13,052,180 ⁽³⁾)	For settlement with creditors	The entire amount of HK\$ 73,039,619 (approximately CDN\$13,052,180 ⁽³⁾) used for Debt Settlement. There is no actual cash inflow into the Company as the issuance of shares was to settle the payable
June 25, 2025	Private placement of	HK\$ 38,400,000 (approximately	For settlement with the creditor	The entire amount of HK\$ 38,400,000

Date of announcement	Fund raising activity	Approximate net proceeds raised	Intended use of the net proceeds	Actual use of the net proceeds
	Common Shares under the general mandate granted on 24 June 2025 (Hong Kong Time) /23 June 2025(Calgary Time)	CDN\$6,727,636 ⁽⁴⁾)	(approximately CDN\$ 6,727,636 ⁽⁴⁾) used for Debt Settlement. There is no actual cash inflow into the Company as the issuance of shares was to settle the payable
July 30, 2025	Private placement of Common Shares under the general mandate granted on 24 June 2025 (Hong Kong Time) /23 June 2025(Calgary Time)	HK\$ 4,087,015 (approximately CDN\$ 716,869.26 ⁽⁵⁾)	For settlement with the creditor	The entire amount of HK\$ 4,087,015 (approximately CDN\$ 716,869.26 ⁽⁵⁾) used for Debt Settlement. There is no actual cash inflow into the Company as the issuance of shares was to settle the payable

Notes:

2. Based on the Bank of Canada's nominal closing exchange rate (as at April 16, 2025) of CDN\$1.00 =HK\$5.5866.
3. Based on the Bank of Canada's nominal closing exchange rate (as at April 25, 2025) of CDN\$1.00 =HK\$5.5960.
4. Based on the Bank of Canada's nominal closing exchange rate (as at June 23, 2025) of CDN\$1.00 =HK\$5.7078.
5. Based on the Bank of Canada's nominal closing exchange rate (as at July 29, 2025) of CDN\$1.00 =HK\$5.7012.'
6. Per the Company's announcement dated August 19, 2025 (Hong Kong time), the Company entered into the Equity Purchase Agreement with Nobao Energy Holding (China) Company Limited (the "Vendor") for which the Company agrees to purchase and the Vendor agrees to sell 51% equity interests in the Nobao Technology Co., Limited (the "Target Company") at the Consideration of HK \$50,919,450. The Consideration will be satisfied by way of issuance and allotment of 56,983,240 Consideration Shares by the Company at the Issue Price of HK\$0.895 per Consideration Share to the Vendor (the "Issuance"). The Target Company is 48.16% held by a company owned by Mr. Kwok Ping Sun, an executive chairman and controlling shareholder of the Company. Therefore, the transaction constitutes a non-exempt connected transaction for the Company under Chapter 14A of the Listing Rules. The Consideration Shares will be allotted and issued under the Specific Mandate to be approved by the Independent Shareholders at the SGM. As at the date of this announcement, the said issuance of Shares has yet to be completed.
7. Per the Company's announcement dated October 22, 2025 (Hong Kong time), the Company will issue 140,000,000 new shares at an issue price of HK\$0.43 per share under the specific mandate to be granted by shareholders, to certain creditors for settlement of a total debt payable balance of HK\$60,200,000 (approximately CDN\$10,860,153), in accordance with the respective settlement agreements. As at the date of this announcement, the said issuance of Shares has yet to be completed.
8. Per the Company's announcement dated November 16, 2025 (Hong Kong time), the Company will issue 631,299,735 Convertible Bonds at the initial Conversation Price of HK\$0.377 per share under the specific mandate to be granted by independent shareholders. This issuance is to settle the total debt of HK\$238,000,000 (approximately CDN\$42,935,489) as stipulated in the subscription agreement. As at the date of this announcement, the said issuance of Convertible Bonds has yet to be completed.

(h) Effects on Shareholding Structure

As at the date of this announcement, the Company has 571,354,444 Shares in issue.

The existing shareholding structure of the Corporation and the effect of the Placing on the shareholding structure of the Corporation immediately following the completion of the Placing (assuming there will be no other changes in the issued Shares between the date of this announcement and the completion) is set out below.

Name of Shareholders	As at the date of this announcement		Immediately after Completion of the Placing	
	Number of Shares	Approx. % of Shares	Number of Shares	Approx. % of Shares
Kwok Ping Sun	170,962,591	29.92%	170,962,591	24.93%
Placees	-	-	114,280,000	16.67%
Other Public Shareholders	400,391,853	70.08%	400,391,853	58.40%
	571,354,444	100%	685,634,444	100%

Notes:

1. Per the Company's announcement dated August 19, 2025 (Hong Kong time), the Company entered into the Equity Purchase Agreement with Nobao Energy Holding (China) Company Limited (the "Vendor") for which the Company agrees to purchase and the Vendor agrees to sell 51% equity interests in the Nobao Technology Co., Limited (the "Target Company") at the Consideration of HK \$50,919,450. The Consideration will be satisfied by way of issuance and allotment of 56,983,240 Consideration Shares by the Company at the Issue Price of HK\$0.895 per Consideration Share to the Vendor (the "Issuance"). The Target Company is 48.16% held by a company owned by Mr. Kwok Ping Sun, an executive chairman and controlling shareholder of the Company. Therefore, the transaction constitutes a non-exempt connected transaction for the Company under Chapter 14A of the Listing Rules. The Consideration Shares will be allotted and issued under the Specific Mandate to be approved by the Independent Shareholders at the SGM. As at the date of this announcement, the said issuance of Shares has yet to be completed.
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ABOUT SUNSHINE OILSANDS LTD.

The Company is a Calgary based public corporation, listed on the Hong Kong Stock Exchange since March 1, 2012. The Company is focused on the development of its significant holdings of oil sands and heavy oil leases in the Athabasca oil sands region. The Company owns interests in oil sands and petroleum and natural gas leases in the Athabasca region of Alberta. The Company is currently focused on executing milestone undertakings in the West Ells project area. West Ells Phase 1 is operational and has an initial production target of 5,000 barrels per day.

For further enquiries, please contact:

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The Placing Agent

The Placing Agent has been appointed to place, on a best efforts basis, the Placing shares at the Placing Price. The Placing Agent is a licensed corporation to carry out business in type 1 regulated activity (dealing in securities) and type 6 regulated activity (advising on corporate finance) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are independent of and not connected with the Corporation and its connected persons (as defined under the Listing Rules).

Notwithstanding that the Placing Shares shall only be placed to Placees residing in Hong Kong, the Placing Agent and the Corporation agree that the Placing and the Placees must qualify with the applicable securities laws of Alberta, Canada (the "**Applicable Securities Laws**") as the Corporation is a "reporting issuer" under such law. The Placing Agent agrees, inter alia, that it will offer the Placing Shares for sale on behalf of the Corporation only to Placees who are eligible to purchase such Placing Shares under the private placement exemptions available under the Applicable Securities Laws and conduct its activities in connection with the Placing in compliance with all Applicable Securities Laws. The Placing Agent will be entitled to receive a commission of 2% of the amount equal to the Placing Price multiplied by the actual number of the Placing Shares successfully placed by the Placing Agent. The commission for the Placing was arrived at after arm's length negotiation between the Company and the Placing Agent with reference to the prevailing market practice.

FORWARD LOOKING INFORMATION

This announcement contains forward-looking information relating to, among other things, (a) the future financial performance and objectives of Sunshine; (b) the plans and expectations of the Company; and (c) the anticipated closings of the current private placements and the timing thereof. Such forward-looking information is subject to various risks, uncertainties and other factors. All statements other than statements and information of historical fact are forward-looking statements. The use of words such as "estimate", "forecast", "expect", "project", "plan", "target", "vision", "goal", "outlook", "may", "will", "should", "believe", "intend", "anticipate", "potential", and similar expressions are intended to identify forward-looking statements. Forward-looking statements are based on Sunshine's experience, current beliefs, assumptions, information and perception of historical trends available to Sunshine, and are subject to a variety of risks and uncertainties including, but not limited to, those associated

with resource definition and expected reserves and contingent and prospective resources estimates, unanticipated costs and expenses, regulatory approval, fluctuating oil and gas prices, expected future production, the ability to access sufficient capital to finance future development and credit risks, changes in Alberta's regulatory framework, including changes to regulatory approval process and land-use designations, royalty, tax, environmental, greenhouse gas, carbon and other laws or regulations and the impact thereof and the costs associated with compliance. Although Sunshine believes that the expectations represented by such forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct. Readers are cautioned that the assumptions and factors discussed in this announcement are not exhaustive and readers are not to place undue reliance on forward-looking statements as the Company's actual results may differ materially from those expressed or implied. Sunshine disclaims any intention or obligation to update or revise any forward-looking statements as a result of new information, future events or otherwise, subsequent to the date of this announcement, except as required under applicable securities legislation. The forward-looking statements speak only as at the date of this announcement and are expressly qualified by these cautionary statements. Readers are cautioned that the foregoing lists are not exhaustive and are made as at the date hereof. For a full discussion of the Company's material risk factors, see risk factors described in other documents we file from time to time with securities regulatory authorities, all of which are available on the Hong Kong Stock Exchange's website at www.hkexnews.hk or the Company's website at www.sunshineoilsands.com.