

QUALIFICATION CERTIFICATE

TO: THE SECURITIES REGULATORY AUTHORITIES IN ALL PROVINCES OF CANADA

In connection with the filing today by Canadian Oil Sands Limited ("***COSL***") of a preliminary short form base shelf prospectus (the "***Preliminary Prospectus***") under National Instrument 44-102 *Shelf Distributions* ("***NI 44-102***") relating to the distribution of common shares, preferred shares, debt securities, warrants, subscription receipts and/or units of COSL having an aggregate initial offering price of up to $2,500,000,000, COSL hereby certifies that:

1. it is relying on the "Basic Qualification Criteria" set out in section 2.2 of National Instrument 44-101 *Short Form Prospectus Distributions* ("***NI 44-101***") and referenced in section 2.2 of NI 44-102, in order to be qualified to file a prospectus in the form of a short form base shelf prospectus in each of the provinces of Canada;

2. all of the qualification criteria set forth in section 2.2 of NI 44-101 have been satisfied; and

3. all of the material incorporated by reference in the Preliminary Prospectus and not previously filed is being filed with the Preliminary Prospectus.

This certificate is filed by COSL pursuant to section 4.1(a)(ii) of NI 44-101 and section 7.1 of NI 44-102.

DATED at Calgary, Alberta this 16th day of September, 2015.

CANADIAN OIL SANDS LIMITED

By: *(signed) "Trudy M. Curran"*

Trudy M. Curran
Senior Vice President, General
Counsel and Corporate Secretary