Suncor Inc.

ANNUAL INFORMATION FORM

SUNCOR INC.

36 York Mills Road
North York, Ontario
M2P 2C5

March 21, 1991

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Information in this Annual Information Form is set forth in metric units. Numbers of one thousand or more, other than dollar amounts, are expressed without commas (1 000) in accordance with the metric system. The following factors, which have been rounded to two decimal places, may be used to convert information into the units of measurement indicated below:

1 cubic metre (m^3) liquid = 6.29 barrels
1 cubic metre (m^3) gas = 35.49 cubic feet
1 hectare = 2.47 acres
1 tonne = 1.10 short tons
1 kilometre = 0.62 mile

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ITEM 1 INCORPORATION

(1) Incorporation of Issuer

Suncor Inc. was originally formed by the amalgamation under the Canada Business Corporations Act on August 22, 1979 of Sun Oil Company Limited, incorporated in 1923, and Great Canadian Oil Sands Limited, incorporated in 1953. On January 1, 1989 Suncor Inc. amalgamated with 116240 Canada Limited (formerly Trillium Exploration Corporation) under the Canada Business Corporations Act and continued under the name of Suncor Inc. Its registered and principal office is located at 36 York Mills Road, North York, Ontario, M2P 2C5. In the text of this annual information form, references to Suncor or "the Company" include Suncor Inc. and its subsidiaries unless the context otherwise requires.

(2) Subsidiaries of Suncor

The following is a list of the principal subsidiaries of the Company.

Name	Jurisdiction of Incorporation	Voting Securities of Subsidiaries Owned by the Company
Sunoco Inc.	Ontario	100%
Sun-Canadian Pipe Line Company Limited	Ontario	55%

ITEM 2 GENERAL DEVELOPMENT OF THE BUSINESS

Suncor is engaged in the exploration for and production of crude oil and natural gas and in refining and marketing of crude oil, natural gas, and petroleum and petrochemical products. Suncor operates through three principal groups: the Oil Sands Group, which produces synthetic crude oil from Athabasca oil sands near Fort McMurray, Alberta; the Resources Group, based in Calgary, Alberta, which explores for and produces natural gas and conventional and non-conventional oil and markets natural gas; and the Sunoco Group, with headquarters in Toronto, Ontario, which markets crude oil and refines and markets petroleum and petrochemical products.

In the five year period ended December 31, 1990 Suncor has been affected by significant changes, changes that have been of both an external nature as well those initiated by management.

An increased market orientation occurred in 1985 when the oil markets in Canada were deregulated, followed in 1986 with the deregulation of the natural gas business. The period since this time has seen crude oil and natural gas prices fluctuate in response to market place supply and demand. Crude oil prices jumped dramatically, reaching recent record highs in the months following the Iraqi invasion of Kuwait in August of 1990. After the invasion, crude oil prices frequently increased or decreased as much as several dollars per barrel in a single day, depending on the latest developments, rumours and speculation related to the Middle East crisis.

The downstream business during this period has continued to be very competitive, with retail outlet rationalization, small growth in demand for gasoline and changes in both the methods for marketing gasolines and the product mix of gasolines sold.

The fiscal regime has also changed in this period, including the adjustment of provincial royalty holidays, the adjustment of provincial royalties and the removal of the Petroleum and Gas Revenue Tax.

During this period Suncor management has taken steps to both respond to the above factors and to increase Suncor's overall competitiveness. Workforce reduction programs have been undertaken to improve efficiency and productivity levels and, where appropriate, employees were hired to support programs aimed at improving competitiveness. At the end of 1990, the total complement was 4 115 as compared to 5 430 at the beginning of 1986.

As at December 31, 1990 Suncor had approximately 2 844 full-time employees and 1 271 part-time employees. The distribution between the business units for 1990 and 1989 was as follows:

	1990	1989
Sunoco Group	2 098	2 052
Resources Group	244	235
Oil Sands Group	1 733	1 646
Corporate	40	42

In addition to the Suncor employees, independent contractors supply a range of services to the operating, maintenance and support functions.

In recent years, Resources Group has taken measures to prosper in an increasingly competitive environment. The Group rationalized its property portfolio; refocused its exploration program; developed an aggressive gas marketing business; downsized the workforce; and flattened the organization. Although difficult at times, these steps dramatically reduced the Group's cost base and made it more profitable and competitive.

Management has also taken a more focused exploration approach with an increasing emphasis on natural gas. Natural gas now represents 43 percent of the group's production compared to 30 percent in 1986. Over the last two years, the Group's average finding and development cost of proved and probable reserves has been about $7.50 per barrel of oil equivalent, down substantially from previous years.

In the Oil Sands Group improvement in the reliability of the operation and the resulting reduction in per unit operating cost has reduced the group's vulnerability to low crude prices. Production levels have increased from an average of 8.7 thousand m^3 (55.0 thousand barrels) per day in 1986 to about 9.5 thousand m^3 (60.0 thousand barrels) per day in 1990, excluding the maintenance shutdown period. While high, sustained production rates have helped control per unit operating costs, Oil Sands Group has been continually searching for additional means of lowering costs. In addition to reducing operating expenses, management negotiated new royalty regimes on the plant's production.

Cash operating costs in 1990, excluding the maintenance shutdown period, were \$94 per m^3 compared to \$90 per m^3 in 1986 when there was no maintenance shutdown. Management will continue its focus on bringing costs below the \$94 (1990 \$) per m^3 level.

Over the last five years Sunoco Group's efforts have been directed at improving its competitive position by selectively investing to upgrade its retail network, by emphasizing high value-added retail products and services, by improving refinery operations including the introduction of the manufacture of value added products such as jet fuel and by improving overall operating efficiency. The total number of sites through which Sunoco sells its transportation fuels decreased from 870 in 1986 to 765 at the end of 1990 primarily from the elimination of underperforming sites. During the same period average site throughput increased by over 15 percent as a result of the above rationalization program, the upgrading of existing sites and selective investment in new sites.

ITEM 3 NARRATIVE DESCRIPTION OF THE BUSINESS

OIL SANDS GROUP

Suncor produces synthetic crude oil from mining the Athabasca oil sands at its plant site located near Fort McMurray, Alberta. Suncor pioneered commercial production of synthetic crude oil from oil sands, with initial plant production beginning in 1967. Today, Suncor is one of only two such producers of synthetic crude oil in the world.

Operations

Suncor's oil sands operations involve open pit mining of the sands after removal of overburden with mobile equipment. The oil sands are mined with large bucketwheel excavators and moved to the extraction plant by conveyor systems covering about 16 kilometres. Bitumen is extracted from the sands by a hot water process and is then upgraded by coking, distillation and treatment to remove sulphur and nitrogen. The upgraded distillates are blended into synthetic crude oil, most of which is shipped in the Company's 428 kilometre pipeline to Edmonton for distribution. Suncor's own utilities plant supplies steam and electric power to the oil sands operation. Supplemental electricity is purchased from an Alberta public utility.

Natural gas is supplied to the plant through a pipeline owned by Suncor which runs from north of Edmonton carrying natural gas produced by Suncor and others.

Operations at the oil sands plant are susceptible to loss of production due to the interdependence of the component systems and because some of the systems function as a single process train. Winter operations in the extreme cold are especially difficult and can result in reduced production.

On October 11, 1987 a major fire in the extraction facility forced the shutdown of the plant. Partial operations resumed in January, 1988 and full production was restored by late March. Expenditures to clean up, rebuild and make improvements to the extraction plant totalled $60 million. Proceeds totalling $25 million were received under the insurance claim to partially offset this cost.

Following the resumption of operations in 1988, efforts were intensified to eliminate or reduce plant operating risk. A facility risk review was completed and as a result a planning process was initiated immediately to address major risk items. By the end of 1990 the Group had addressed a substantial portion of the high risk items identified in the assessment. Work will continue on the remaining items in 1991.

During 1990, implementation of the Group's loss management program, based on the International Loss Control Institute's (ILCI) management system, fell short of expectations. To re-establish its previous rating the Group has addressed the shortfalls and is committed to meeting its longer-term ILCI goals which will further the goals of safe, efficient and reliable production.

Emphasis continues to be placed on improving production reliability. Refinements introduced to the quality assurance information systems continue to contribute to production by detecting potential equipment failures and determining the appropriate maintenance frequency. A major upgrade to one of the main boilers and its instrumentation is to start in the first half of 1991. Still to be addressed is the upgrade of the remaining boilers and the water treatment systems.

Oil Sands Group has focused much attention on reducing cash operating costs and improving productivity. The plant's cash operating costs (which include overburden cash expenditures and the amortization of maintenance shutdown expenditures but exclude royalties, capital expenditures, amortization, corporate overhead, interest and net employee housing) were $94.00 per cubic metre of synthetic crude oil production in 1990, excluding the maintenance shutdown period as compared to the 1986 level of $90 (1986 $).

As part of its ongoing strategy to improve the reliability of earnings and reduce dependence on the oil sands operation, Suncor is looking at several options at the oil sands plant.

A further evaluation of the debottlenecking project announced in 1987 and designed to increase throughput at the plant to 70 thousand barrels per day indicates that a more economic option is available at this time. Therefore, Suncor is implementing a project which is designed to improve the reliability and the integrity of operations, reduce costs and increase production to 63 thousand barrels per day.

As another option Suncor would consider divesting of a portion of its Oil Sands interests to potential investors wishing to participate in synthetic crude production from oil sands.

In addition to substantial operating expenses, continued operation of the oil sands plant requires ongoing capital expenditures. Conveyor systems must be extended as mining activities move further away from the processing facilities, and mobile and other equipment must be replaced as it wears out. Suncor anticipates that sustaining capital expenditures will average $55 million per year over the next five years and thereafter the average drops to about $40 million per year.

Suncor's mine plan, which addresses the optimum recovery of oil sands under the physical, technological, environmental and economic constraints associated with the mining operations, requires approval annually by the Energy Resources Conservation Board of Alberta.

Capital Expenditures

Capital expenditures in the Oil Sands Group for the periods indicated were:

	For the year ended December 31	
	1990	1989
	($ millions)	
Mine and mobile equipment	$ 7	$16
Debottlenecking	-	3
Upgrading, utilities and other plant	24	22
Total	$31	$41

Leasehold Interests and Royalties

Suncor's current oil sands mining operations are conducted on a 2 456 hectare site covered by two oil sands leases granted by the Province of Alberta. These leases (86 and 17) are adjacent and located on the west bank of the Athabasca River, about 20 miles north of Fort McMurray. Under the leases, the Province is entitled to Crown royalties at rates which it establishes from time to time. Crown royalties expensed under these leases were $11 million in 1990 and $9 million in 1989.

Under the current royalty structure commencing July 1, 1987, the royalty is calculated as the greater of 2 percent of revenues or 15 percent of revenues minus allowed operating and capital costs. This structure will remain in place until December 31, 1991 when the royalty will change significantly to be the greater of 5 percent of revenues or 30 percent of revenues less allowed operating and capital costs. The Crown royalty is payable in the form of synthetic crude oil, but the Province may request that Suncor dispose of the Crown share on its behalf.

Lease 86 covers 1 809 hectares. About 62 percent of Suncor's proved reserves of synthetic crude oil at the end of 1990 were located on the property covered by this lease. Up until February 28, 1989 Norcen International Limited ("Norcen") had a 25 percent interest in the lease and subleased it to Suncor. To resolve a number of disputes arising out of the sublease royalty arrangement, the parties settled all outstanding claims, terminated the existing sublease arrangement as of February 28, 1989 and replaced it with a new gross overriding royalty agreement effective March 1, 1989.

The new gross overriding royalty is based on a graduated scale expressed as a percentage of gross revenue from production of the lease. The new royalty provides that no payment is required if the synthetic crude prices are below $104.40/m^3 ($16.60/bbl Cdn.) and that a payment of 1 1/2 percent of gross revenue is required if the synthetic crude price ranges from $104.40 to $110.70/m^3 ($16.60 to $17.60/bbl). For every $6.29/m^3 ($1.00/bbl) increase in the price of crude in the range of $110.70 to $135.85/m^3 ($17.60 to $21.60/bbl), the percentage rate of the royalty increases by 1/2 of one percent and for every $6.29/m^3 increase in the price of crude in the range of $135.85 to $211.35/m^3 ($21.60 to $33.60/bbl), the percentage rate of the royalty increases by 1/4 of one percent until a maximum royalty of seven percent is reached. All synthetic crude prices are calculated on a monthly average basis and the crude break points are adjusted annually by a contractually determined inflation component. Royalties expensed under the sublease were $29 million for 1990 and $19 million for 1989.

Lease 17 covers 647 hectares adjacent to Lease 86. At the end of 1990, Lease 17 contained approximately 38 percent of Suncor's proved reserves of synthetic crude oil. No royalty other than Crown royalty is payable in respect of the second lease. Under Suncor's present mine plan, the remaining reserves on Lease 17 will be reached as mining operations on Lease 86 begin to be completed.

The oil sands leases run for terms of 21 years expiring in the year 2008 in the case of Lease 86 and the year 2000 in the case of Lease 17. Both are renewable so long as the plant or other works are in operation. Suncor owns the surface area of the land on which most of its plant facility is located.

Synthetic Crude Oil Gross Proved Reserves

Suncor engaged Coles, Gilbert Associates ("CGA"), independent petroleum consultants, to report on its reserves of synthetic crude oil as of December 31, 1990. Proved reserves are those considered with a high degree of certainty to be mineable using current and planned future mining methods and are based on the 1982 mine plan adopted by Suncor after considering at that time the engineering and economic aspects of future production.

The estimate incorporates a bitumen grade cutoff of eight percent as well as the pit limit to which, in return for various concessions from the Governments of Alberta and Canada, Suncor Inc. agreed to in the 1982 mining plan. Future improvements in the extraction or upgrading process have not been considered. In addition to the mineable bitumen reserves, CGA is recognizing bitumen reserves associated with the tailings pond pump project. On site fuel consumption, currently in the order of 1.75 percent, has not been deducted from the estimate of synthetic crude oil reserves. The estimate of proved reserves was prepared without having regard as to whether or not these volumes or a portion of these volumes could be economically mined. On that basis CGA determined that the gross proved reserves of synthetic crude oil as of December 31, 1990 were 45 million m^3 before deduction of Crown and applicable sublease royalties.

Production

In 1990, average daily production was 8.3 thousand m^3 (52 thousand barrels) which represents a 9 percent decrease from 1989. Production was negatively impacted in 1990 by a 41-day maintenance shutdown that lasted longer than originally planned. Excluding the shutdown period, production averaged 9.1 thousand m^3 (57.4 thousand barrels) daily prior to the shutdown and 10 thousand m^3 (63.2 thousand barrels) daily after the plant returned to full production in mid-July.

The following table summarizes Suncor's synthetic crude oil operations for the years indicated.

	1990	1989
Oil Sands mined (millions of tonnes)	35.5	40.1
Overburden removed (millions of m^3)	9.8	9.9
Average bitumen content of oil sands mined (per cent by weight)	12.0	12.0
Partially and fully processed synthetic crude oil production (millions of m^3)[1]	3.0	3.4

[1] Before royalties and in plant usage.

Suncor currently anticipates that it will have mined the remaining 45 million m^3 of gross proved reserves of synthetic crude oil in approximately 13 years. Potential alternatives exist, including mining another oil sands lease held by Suncor 37 kilometres north of the existing plant site. In January, 1989, Suncor acquired an option to purchase another lease next to the existing plant site but across the Athabasca River. During 1990 it was decided that the option would not be exercised.

Revenues from Synthetic Crude Oil

Under an agreement made at the outset of the oil sands project which has been amended from time to time, Shell Canada Products Limited ("Shell") is entitled to purchase approximately 25 percent plus 469 m^3 daily of Suncor's Fort McMurray synthetic crude oil production attributable to Suncor's first lease. The agreement remains in force until December 1992 and is renewable, at Shell's option, for further five-year periods. In 1990, 913 181 m^3 were sold to Shell. The price at which synthetic crude oil is sold to Shell approximates the price received from other customers.

A major portion of Suncor's synthetic crude oil production is used in connection with its Sarnia refining operations. During 1990, the refinery processed about 45 percent of Suncor's synthetic crude oil production. The balance is sold to others under contracts terminable by short notice or on a spot basis.

Total revenue for the Oil Sands Group was $537 million in 1990 compared with $443 million in 1989. Information as to synthetic crude oil sales revenues and costs for the last two years is shown below:

	For the year ended December 31	
	1990	1989
	(in dollars)	
Average sales revenue per m^3 of synthetic crude oil (including partially processed)	\$180	\$133
Average cost per m^3 of synthetic crude oil[1]	\$140	\$116

[1] All operating (including non-cash) costs and royalties; excludes corporate overhead, interest and net employee housing costs.

Costs of synthetic crude oil production are substantially higher than for conventional crude oil due to the nature of the operations required to produce synthetic crude oil.

Job Climate

Relations between Suncor management and the Energy & Chemical Workers Union (ECWU) continued to be constructive in 1990. In February, Suncor and the ECWU signed a new two-year Collective Agreement, three months before the existing contract expired. The two-year agreement, which expires May 1, 1992, provides for competitive general wage increases of 5.5 percent in 1990 and six percent in 1991.

Employee Accommodation

Suncor is phasing out of the business of supplying housing for its employees and independent contractors in Fort McMurray. Subject to market demand, Suncor currently plans to complete the withdrawal from this business by the end of 1992. At December 31, 1990, Suncor's net investment in housing and related assets was \$6 million.

RESOURCES GROUP

Suncor is active in the exploration for and development of petroleum and natural gas reserves in Canada. Suncor's current strategy is to continue to upgrade the competitiveness of its asset base and to concentrate on conventional crude oil and natural gas activities in western Canada, with increasing emphasis on natural gas activities, to evaluate further in situ heavy oil development, and to minimize exploration expenditures on frontier holdings.

During 1990, Resources Group continued to add aggressively to its crude oil and natural gas reserve base and improve its competitive cost structure. The Group made several significant reserve additions through major property acquisitions and the exploration program. In total, the acquisition and exploration programs added proved and probable reserves equalling more than 200 percent of Resources Group's 1990 production.

Acquisition, Exploration and Development Costs

Costs incurred, including capital expenditures, in the Resources Group for the periods indicated were:

	For the year ended December 31 1990	1989
	($ millions)	
Property acquisition costs:		
Unproved	$12	$ 5
Proved	21	-
Exploration costs (including support equipment)	23	19
Development costs (including support equipment and pipeline expenditures)	40	34
Total	$96	$58

Note: Included in the 1989 development costs is $7 million spent on the Burnt Lake in situ heavy oil project. Approximately half of the 1989 Burnt Lake costs are attributable to a contractual obligation to purchase a natural gas pipeline dedicated to serving the project. In 1990 approximately $1 million was spent testing other technology for potential use in the project.

Exploration and Development - Western Canada

Suncor's current program and longer-term strategy are directed towards developing large natural gas and crude oil reserves. To best accomplish this objective, exploration play development has been focused in selected areas. In this way the productivity of our exploration teams is optimized and the ability to develop a competitive advantage in a given region is enhanced.

Gas Exploration has been concentrated in the Slave Point Trend of Northern Alberta and Northeast British Columbia, in the Mississippian Trend located in the Peace River Arch and in the Swan Hills formation of North Central Alberta.

Oil Exploration has focused on the deeper zones below the Pembina Cardium field, in the lower Cretaceous sands of the Provost region and in the Triassic formations of Northern Alberta and Northeast British Columbia.

During 1990 Suncor participated in the drilling of 25 gross exploration wells (15 net). Oil and gas was found in 13 gross wells (eight net) for a success rate of 50 percent. In addition, the Resources Group farmed out 20 prospects with 11 oil and gas discoveries.

No wells were drilled on our frontier lands in 1990. Suncor continues to hold interests in frontier properties which it may pursue if and when economic conditions are appropriate.

Focus Areas

Pembina Region

Suncor drilled four wells (1.9 net) in 1990 for the Nisku carbonates and Lower Cretaceous sands. The program resulted in two oil wells and one gas well. A total of 960 hectares (296 net) of mineral rights were acquired during the year.

Provost Region

During 1990 a total of six wells (4.9 net) were drilled for Lower Cretaceous sand channels in the Provost area. Of these, three wells were oil discoveries. Also in 1990 Suncor's land base was increased by 1 792 hectares (1 792 net).

Slave Point Region

Exploration activity in this region grew from five wells gross (2.3 net) in 1989 to eight wells (4.2 net) in 1990. One well encountered Slave Point gas while three gas wells and one oil well were discovered in the shallower Lower Cretaceous sands. Suncor added 2 528 hectares (1 294 net) to the land inventory throughout the year.

Swan Hills Region

No wells were drilled in the Swan Hills region during 1990. Instead, work was directed towards identifying several drillable prospects for 1991 and securing a larger land base. During the year the land base was increased by 13 888 hectares (9 397 net).

Triassic/Mississippian Trend

Suncor drilled seven wells (3.5 net) in the Alberta/B.C. portions of this trend. Two wells were successful gas discoveries. Over the last four years Suncor has found significant reserves in this region and in the process has developed a knowledge base that has refined its exploration focus and improved its competitive advantage. In 1990, 16 752 hectares (13 101 net) were added to Suncor's land inventory in the area.

East Peace River Arch

This focus area was created in mid-1990 in response to a regional strategic opportunity in the Devonian sands. By year-end one prospect was identified and lands were acquired (3 840 hectares, gross and net). The identification of additional exploration potential is underway.

Development

In 1990 Suncor's major development activities included the Rosevear, Oungre, Pocketknife and Progress fields. Installation of gas compression facilities at Rosevear increased Suncor's year-end productive capacity by 50 thousand m^3 per day. A new gas plant at Progress was started up and added 160 thousand m^3 per day to Suncor's gas sales. Development of the Pocketknife acquisition property resulted in gross gas sales for Suncor of 200 thousand m^3 per day. At Oungre, five horizontal oil wells were drilled which produced at a total initial gross rate of 65 m^3 per day for Suncor's account.

Drilling

The following table sets forth the gross and net exploratory and development wells which were completed, capped or abandoned in which Suncor participated during the years indicated.

	For the year ended December 31			
	1990		1989	
	Gross	Net	Gross	Net
Western Canada				
Conventional Oil and Gas				
Exploratory Wells				
Oil	6	4	6	3
Gas	7	4	2	1
Dry	12	7	19	11
Total	25	15	27	15
Development Wells				
Oil	51	13	63	22
Gas	8	6	3	1
Dry	11	7	9	3
Total	70	26	75	26
Total Western Canada	95	41	102	41

Not included are wells completed under farmout agreements on Suncor properties since Suncor did not incur cash expenditures. During 1990 there were 33 such wells (20 exploratory and 13 development); in 1989 there were 25 such wells (17 exploratory and eight development). Of the 1990 farmout wells, 15 were oil wells, 3 were gas wells and 15 were dry.

In addition to the above wells, Suncor had interests in 10 gross (4 net) exploratory wells and 6 gross (3 net) development wells which were in progress at the end of 1990.

Non-Conventional Heavy Oil

Burnt Lake Heavy Oil Project

In 1986 the project was commenced resulting in Suncor earning a 79.1 percent working interest in four sections of oil sands leases in the Cold Lake area. The project was suspended that same year due to falling bitumen prices. Work resumed on the development of the in-situ recovery project in 1988 but was again suspended in 1989 in response to lower and continuing uncertainties over future bitumen prices. During 1990 approximately $1 million was spent on testing other technology for potential use in the project. Suncor's decision to proceed with the project which would enable it to earn a 79.1 percent working interest in the remaining 44 sections of the oil sands lease will require confidence in a higher and sustained bitumen price outlook.

Land Holdings

The following table sets forth the undeveloped and developed lands in which the Resources Group held petroleum and natural gas interests at the end of 1990, except as indicated in notes (3) and (4), below. Undeveloped lands are lands on which no producing well or well capable of production has been drilled and developed lands are lands on which such a well has been drilled.

	Licences, Reservations, Permits and Exploration Agreements[1]		Leases[1]	
	Gross Hectares[2]	Net Hectares[2]	Gross Hectares[2]	Net Hectares[2]
Undeveloped Lands				
Western Provinces[3]				
British Columbia	29 262	19 282	55 617	31 606
Alberta[4]	114 803	65 284	116 414	66 821
Saskatchewan	24 476	24 476	9 501	4 858
Manitoba	-	-	1 031	966
Total	168 541	109 042	182 563	104 251
Frontier (Canada Lands)				
Northwest Territories & Yukon	19 182	14 386	-	-
Mackenzie Delta	-	-	2 715	1 221
Beaufort Sea	273 523	14 111	14 000	1 494
Arctic Islands	-	-	158 608	22 529
Offshore Labrador	-	-	25 185	2 518
Total	292 705	28 497	200 508	27 762
Developed Lands				
Western Provinces[3]				
British Columbia	128	64	51 646	18 195
Alberta[4]	3 494	1 293	271 897	150 649
Saskatchewan	-	-	12 642	10 687
Manitoba	-	-	566	566
Total	3 622	1 357	336 751	180 097
Frontier (Canada Lands)				
Northwest Territories	-	-	5 688	5 688
Mackenzie Delta	-	-	2 888	1 169
Total	-	-	8 576	6 857

Notes:

(1) No deduction has been made from Crown licences, reservations, permits or exploration agreements to reflect that only a portion of these areas may be converted to lease or production licence. Crown licences, reservations and permits are acquired from the provincial governments through competitive bidding and exploration agreements are acquired from the federal government by undertaking work commitments. These confer upon the holder exploration rights and the right to lease or apply for a production licence for the crude oil and natural gas rights under portions of the lands covered. The extent of such rights differs in each jurisdiction and between various areas in a single jurisdiction. The holder is generally required to make cash payments or undertake specified work in order to retain such rights. Leases in general confer upon the lessee the right to explore for and remove crude oil and natural gas from the property with the lessee paying all the development and operating costs and practices and being entitled to the production, subject to rental, tax and royalty.

(2) "Gross hectares" means all hectares in which Suncor has an interest. "Net hectares" means gross hectares after deducting interests of others.

(3) Does not include 90 781 gross developed hectares and 34 346 gross undeveloped hectares in western Canada in which Suncor held overriding royalty interests at the end of 1990 and from which it received revenues of about $3.7 million in 1990.

(4) Not included in the table are Lloydminster heavy oil and Cold Lake, Burnt Lake and Athabasca oil sands leases comprising 108 196 gross (59 974 net) undeveloped hectares and 9 560 gross (3 099 net) developed hectares.

Certain of Suncor's interests in undeveloped lands are subject to reduction under farmout agreements whereby others may earn interests in them by undertaking exploration or development work. Conversely, Suncor is a party to farm-in agreements whereby it may earn interests in land held by others by undertaking such work.

Reserves

CGA reported on Suncor's reserves of crude oil, with the exception noted under probable additional reserves, natural gas and natural gas liquids at December 31, 1990. The following table sets forth CGA's determination of Suncor's estimated recoverable reserves based on constant prices and costs as of that time with no escalation into the future.

	Gross		Net	
	Crude oil and natural gas liquids	Natural Gas	Crude oil and natural gas liquids	Natural Gas
	(millions of cubic metres)	(billions of cubic metres)	(millions of cubic metres)	(billions of cubic metres)
Proved -				
December 31, 1989	6.7	10.2	5.5	8.4
Revisions	0.2	0.2	0.3	0.3
Acquisitions	0.2	1.4	0.1	1.2
Other additions	0.3	0.6	0.3	0.5
Production	(0.7)	(0.9)	(0.6)	(0.8)
Sales	0.0	(0.1)	0.0	(0.1)
December 31, 1990	6.7	11.4	5.6	9.5
Proved producing -				
December 31, 1989	6.0	6.3	4.9	5.2
Revisions	0.2	0.6	0.3	0.5
Acquisitions	0.1	0.8	0.1	0.7
Other additions	0.2	0.1	0.1	0.1
Production	(0.7)	(0.9)	(0.6)	(0.8)
Sales	0.0	(0.1)	0.0	(0.1)
December 31, 1990	5.8	6.8	4.8	5.6
Probable additional -				
December 31, 1990	10.3	6.4	9.7	5.2

Notes:

(1) Proved reserves are those reserves estimated as recoverable under current technology and existing economic conditions, from that portion of a reservoir which can be reasonably evaluated as economically productive on the basis of analysis of drilling, geological, geophysical and engineering data, including the reserves to be obtained by enhanced recovery processes demonstrated to be economic and technically successful in the subject reservoir.

Proved producing reserves are those proved reserves that are actually on production or, if not producing, that could be recovered from existing wells or facilities and where the reason for the current nonproducing status is the choice of the owner rather than the lack of markets or some other reason. An illustration of such a situation is where a well or zone is capable but is shut-in because its deliverability is not required to meet contract commitments.

Probable additional reserves are those reserves which analysis of drilling, geological, geophysical and engineering data does not demonstrate to be proved under current technology and existing economic conditions, but where such analysis suggests the likelihood of their existence and future recovery. Probable additional reserves to be obtained by the application of enhanced recovery processes will be the increased recovery over and above that estimated in the proved category which can be realistically estimated for the pool on the basis of enhanced recovery processes which can be reasonably expected to be instituted in the future. Included in this category are Burnt Lake heavy crude oil reserves of 7.7 million cubic metres (gross) and 7.5 million cubic metres (net), which have not been prepared by CGA.

(2) Gross reserves represent the aggregate of Suncor's working interest in reserves including the royalty interest of governments and others in such reserves and Suncor's royalty

interest in reserves of others. Net reserves are gross reserves less the royalty interest share of others including governments. Royalties can vary depending upon selling prices, production volumes, timing of initial production and changes in legislation. Net reserves have been calculated, following generally accepted guidelines, on the basis of prices and the royalty structure in effect at year end and anticipated production rates. Such estimates by their very nature are inexact and subject to constant revisions.

Approximately 56 percent of the proved oil reserves are in Alberta, primarily in the Medicine River, Swan Hills, Mitsue, Provost, Youngstown and Pembina oil fields. A majority of the remainder is located in Saskatchewan, primarily in the Oungre, Weyburn and Steelman oil fields. Approximately 71 percent of the proved gas reserves are in Alberta, primarily in the Rosevear, Glacier, Stolberg, Pine Creek, Calling Lake, Liege West, Mountain Park and Bonanza gas fields. Most of the remainder are located in British Columbia, primarily in the Adsett, Blueberry West, Bougie Creek, East Mel and Pocketknife gas fields. Suncor's probable additional oil reserves are located primarily in the Oungre, Midale, Steelman and Eagle Lake fields in Saskatchewan, the Mitsue, Nipisi, Judy Creek, Swan Hills and Medicine River fields in Alberta and the Blueberry and Inga fields in British Columbia. Suncor's probable additional gas reserves are located primarily in the Mountain Park, Glacier, Bonanza, Stolberg, Calling Lake and Pine Creek fields in Alberta and the Adsett, Bougie Creek and East Mel fields in British Columbia. No amounts have been included in the reserves shown above in respect of Suncor's frontier or mineable oil sands properties. Only probable additional reserves are attributable to the Burnt Lake Heavy Oil Project at this time.

Production

The following table sets out Suncor's gross and net production during the years indicated. Gross production is that attributable to Suncor's share of production before deduction of applicable royalties and interests owned by others. Net production is gross production less such royalties and other interests.

	For the year ended December 31			
	1990		1989	
	Gross	Net	Gross	Net
Crude Oil (thousands of m³)				
Alberta	424	350	427	357
Saskatchewan	136	98	136	97
British Columbia	44	35	38	31
Manitoba	11	9	12	9
Total	615	492	613	494
Natural Gas Liquids, including Condensates (thousands of m³)				
Alberta	64	47	57	43
British Columbia	4	3	3	2
Total	68	50	60	45
Total Liquids	683	542	673	539
Natural Gas (millions of m³)				
Alberta	805	628	825	644
British Columbia	99	88	38	33
Saskatchewan	8	7	6	5
Total	912	723	869	682

As of December 31, 1990, Suncor had interests in 5 492 gross (585 net) producing oil wells in 76 oil fields. Of the gross wells, 2 654 gross (294 net) were in Alberta, 2 184 gross (236 net) in Saskatchewan, 375 gross (35 net) in British Columbia and 306 gross (22 net) in Manitoba. Suncor had interests in 511 gross (168 net) natural gas wells in 74 gas fields; 448 gross (138 net) in Alberta, 60 gross (28 net) in British Columbia and 3 gross (3 net) in the Northwest Territories at the end of 1990. At the end of the year, 729 gross oil wells and 188 gross gas wells were shut-in.

Sales and Sales Revenues

In 1990, total revenue for Resources Group was $151 million primarily $97 million from conventional oil and natural gas liquids, $46 million from natural gas and $7 million from pipeline revenue. This compares to a total revenue of $123 million in 1989, primarily $77 million from conventional oil and natural gas liquids, $39 million from natural gas and $9 million from pipeline revenue. The following table shows sale prices and lifting costs in connection with Suncor's conventional and natural gas operations during the periods indicated:

	For the year ended December 31	
	1990	1989
Average sales price		
Crude oil (per m^3)	\$157	\$121
Crude oil and natural gas liquids (per m^3)	\$154	117
Natural gas (per thousand m^3)	\$ 51	45
Average lifting costs of oil and gas (per equivalent m^3 of gross production)[1][2]	\$ 17	17

[1] Lifting costs include all expenses related to the operation and maintenance of producing or producible wells, gas plants and gathering systems. Such costs do not include royalties, depreciation and depletion, selling, general and administrative expenses, and income taxes.

[2] Computed under the relative energy content method whereby a volume of natural gas is equated to an equivalent volume of crude oil.

Suncor's crude oil production is utilized in its refining operations, exchanged for other crude oil with Canadian or U.S. refiners and sold to Canadian and U.S. purchasers. Sales are generally made under contracts which are terminable by relatively short notice or on a spot basis.

Gas Marketing

Until the deregulation of the Canadian natural gas industry through the Western Accord of March 31, 1985, Western Canadian natural gas production was sold primarily to large supply aggregators for resale into Eastern Canadian and U.S. markets. However, with deregulation direct sales from the producer to the end user became feasible. Resources Group recognized the opportunity for expanded natural gas sales through deregulation and consequently, natural gas marketing became a major thrust for Resources Group.

Suncor consumes a significant volume of natural gas in its oil sands plant at Fort McMurray and in its Sarnia refinery. Resources Group supplies natural gas to each facility. A part of these facilities' gas requirement is purchased from other producers. The delivered price of gas to each facility is market based. Natural gas consumption in 1990 was 220 414 thousand m^3 for the oil sands plant and 179 762 thousand m^3 for the refinery.

Resources Group's natural gas production developed prior to 1986 is generally sold under long-term contracts with TransCanada Pipelines Limited and Pan-Alberta Gas Ltd. ("Pan-Alberta"). Production developed after 1986 is sold under short-term contracts with Eastern Canadian industrial buyers and industrial buyers and local distribution companies in the U.S. Midwest. In 1990 Resources Group sold 896 thousand m^3 per day of proprietary gas production to aggregators and 1 602 thousand m^3 per day of proprietary production under direct sales arrangements.

With the removal of the regulated Alberta border price on November 1, 1986, net-back pricing schemes were adopted under contracts with aggregators whereby producers receive revenues equal to their proportionate share of sales less regulated transportation charges and a marketing fee.

Prices for production sold under Resources Group's direct sale arrangements are generally fixed for one year intervals and reflect market conditions at the time of negotiation. The price reference for sales to Eastern Canadian customers is usually the Alberta border, with the customer being responsible for transportation of the purchased volume from the point of sale to their facility. The price reference for sales to Resources Group's current U.S. customers is generally at the terminus of the Northern Border Pipeline at Ventura, Iowa. Resources Group is responsible for transportation arrangements to the point of sale. To ensure future U.S. transportation capability and enable Resources Group to develop long-term gas contracts, Suncor contracted firm pipeline capacity of 1.4 million m^3 per day on the Northern Border Pipeline for a 15-year period, beginning on November 1, 1988. In 1989, options were negotiated for space on the Northern Border and Pacific Gas Transmission pipeline expansions. A January 1991 decision of the U.S. Federal Energy Regulatory Commission voided the Pacific Gas Transmission option. Subsequently, Suncor has sought 1.4 million m^3 (50 million cubic feet) of firm transportation service. It currently anticipates that this request will be prorated to a lower daily volume and that a transportation agreement will be finalized by the end of the second quarter of 1991. With both expansions proceeding on schedule Suncor expects to have capacity not exceeding 1.4 million m^3 (50 million cubic feet) per day, possibly reduced by proration, to California and 2.8 million m^3 (100 million cubic feet) per day to U.S. mid-west by late 1993.

Suncor owns the Albersun pipeline system which runs from north of Edmonton to Fort McMurray. The pipeline transports natural gas produced by Suncor or purchased from other producers in the Albersun area for use at Suncor's oil sands plant and for sale to other customers.

SUNOCO GROUP

Suncor conducts its refining and marketing of petroleum products and petrochemicals through Sunoco Inc. and its subsidiaries ("Sunoco").

Refining

Suncor owns and operates a refinery at Sarnia, Ontario. Average daily crude input in 1990 was 9 392 m^3 compared with 1989 average input of 9 932 m^3 per day. The effective economic crude unit processing capacity is 11 129 m^3 daily. The average utilization rate of the refinery, based upon crude unit processing capacity and input to crude units during 1990, was 84 percent compared to 89 percent in 1989. The refinery has cracking capacity of 5 883 m^3 daily of which 90 percent was utilized in 1990 compared to 87 percent in 1989. Lower crude utilization in 1990 was due to a planned maintenance shutdown.

Suncor's refining operation uses both synthetic and conventional crude oil. In 1990, 58 percent of the crude oil refined at the Sarnia refinery was synthetic crude oil, compared with 63% in 1989, the remainder being conventional crude oil. Of the synthetic crude, about 68 percent was from Suncor's oil sands plant production in 1990 compared to 56 percent in 1989, and the rest was purchased from another producer under month-to-month contracts. Conventional crude oil refined by Suncor comes mainly from the production of Suncor and others in western Canada, supplemented from time to time with crude oil from the United States which is purchased or obtained in exchange for Canadian crude. Crude oil from other countries can also be delivered to Sarnia via pipeline from the United States Gulf Coast providing additional flexibility and security of supply. The market for crude oil generally is conducted on a spot basis or under contracts terminable by short notice.

Suncor's gross crude oil production as a percentage of crude oil refined for Suncor's account equalled 108 percent for 1990, compared with 110 percent for 1989.

The refinery produces transportation fuels, heating oils, heavy fuel oils and petrochemicals. The petrochemical facilities, with a design capacity of 1 180 m^3 daily, produce benzene, toluene and mixed xylenes and recover orthoxylene from mixed xylenes.

Suncor uses reciprocal product exchanges with other refiners to minimize transportation costs, balance product availability in particular locations, and optimize refinery utilization. In addition, Suncor purchases refined products on occasion to supplement its own refinery production.

Marketing

Suncor markets transportation fuels, heating oils and lubricants under the Sunoco brand to retail and commercial customers, primarily in Ontario and Quebec. The company also supplies these products to independent marketers.

Suncor also markets toluene, mixed xylenes and orthoxylene in Canada, the United States and Europe. These petrochemicals are used in manufacturing plastics, rubber, synthetic fibres and explosives, as industrial and agricultural solvents and as gasoline octane enhancers. The majority of Suncor's benzene production is exchanged with another petrochemical manufacturer for a mixed toluene-xylene stream. The company also sells liquified petroleum gases which are produced in the course of its petrochemical production, including propane and butane, to various industrial users and to resellers.

Suncor retails transportation fuels, lubricants and other products (tires, batteries and accessories) through a network of approximately 765 outlets, located primarily in Ontario and Quebec. Of this total, approximately 575 outlets bear the Sunoco brand and are owned or leased by the Company or its dealers. Suncor also manages approximately 190 privately branded retail outlets under long-term management agreements expiring on various dates.

Sunoco continues to upgrade existing sites and selectively add new, higher volume locations as part of a strategy to increase average site throughput of its retail network. Six new outlets were opened in 1990.

During the year, Sunoco sold its lubricants and specialty products (LSP) business, which was not seen as a core component of its future business. With aging facilities and a small market share, the size of the business prevented it from benefitting from the economies of scale of its larger competitors. LSP represented less than two percent of consolidated revenues. During the year, Sunoco also discontinued its direct supply of tires, batteries and automotive accessories to branded and unbranded sites. It made alternative arrangements with a leading wholesale supplier to satisfy its requirement and those of its dealers. This business represented less than one percent of consolidated revenues.

Sunoco also sells residual fuel oil on a spot basis or as asphalt feedstock.

The following table sets forth the average daily volumes of refined products sold by Suncor for the periods indicated:

	For the Year Ended December 31 (thousands of m^3 per day)	
	1990	1989
Transportation Fuels[1]	8.4	7.7
Petrochemicals[2]	1.1	1.6
Heating Oils	1.5	1.4
Heavy Fuel Oils	0.7	0.6
Other[3]	0.8	1.2
	12.5	12.5

[1]Includes gasoline, diesel fuel and propane for vehicle use
[2]Includes liquified petroleum gases
[3]Includes lubricants and refinery feedstocks

Revenue from third parties for transportation fuels for the years 1990 and 1989 was 64 percent and 62 percent respectively, of consolidated sales and other operating revenues.

Transportation and Distribution

Suncor employs a variety of transportation modes to deliver products by water, rail, pipeline and road. It owns and operates petroleum transportation and terminalling assets in support of its refining and marketing activities. Such assets include storage facilities and bulk distribution plants in Ontario and Quebec and a 55 percent interest in a refined product pipeline between Sarnia and Toronto. During 1990, Suncor signed a joint venture agreement with another major oil company to build and operate a $13 million storage and distribution terminal in North York, Ontario. The new terminal, which is expected to be completed in 1992, will improve the efficiency of Suncor's distribution system. Suncor's petroleum transportation and terminalling assets are sufficient for its current and foreseeable needs.

Sunoco also owns and operates a marine shipping business in support of its petrochemical marketing activities. In December, 1990, Sunoco signed a letter of intent to sell this business. Marine shipping is not a core component of Sunoco's future business. Revenues from this business amounted to less than one percent of consolidated revenues. If the proposed sale is completed, Sunoco will sign a contract with the new owner to ship its petrochemical products at prevailing market rates.

ENVIRONMENTAL PROTECTION

Federal and provincial conservation and environmental legislation applies to all aspects of Suncor's operations. These regulatory schemes are laws of general application which apply to Suncor in the same fashion as they apply to other companies and enterprises in the energy resources industry and they require Suncor to obtain air and water control licences and impose certain standards and controls on plant design, reclamation projects, drilling activity and well control, oil spills, leaks from transportation and storage facilities and emission standards. Suncor uses its best efforts to ensure that its operations are carried out in an environmentally acceptable manner. As society's environmental concerns, understanding and expectations grow, Suncor is committed to meeting its responsibilities to protect the environment wherever it operates. Suncor expects to make increased expenditures of both a capital and expense nature as a result of the increasingly stringent laws relating to the protection of the environment.

GOVERNMENT REGULATION

The oil and gas industry operates in Canada under federal, provincial and municipal legislation and regulations which govern land tenure, royalties, production rates, environmental protection, disposition of production and taxation among other matters.

Between 1973 and 1985, the industry operated under federally imposed controls on prices and exports. The National Energy Program, introduced by the federal government in October, 1980, extended regulation of these matters and established a broad range of pricing, taxation and other measures. In 1985, the Western Accord and the Natural Gas Agreement, between the governments of Canada and the provinces of Alberta, British Columbia and Saskatchewan, ended the National Energy Program by introducing deregulation of pricing and marketing and eliminating a number of federal oil and gas taxes, and made provision for a new frontier energy policy.

Agreements have also been entered between the governments of Canada and the provinces of Newfoundland and Nova Scotia relating to oil and natural gas management and revenue sharing off the coasts of Newfoundland and Nova Scotia.

The Canada Petroleum Resources Act regulates crude oil and natural gas interests in the Canada Lands, which are under the jurisdiction of the federal government, and replaced the Canada Oil and Gas Act. The Canada Petroleum Resources Act, among other things, provides for a 25 percent exploration tax credit for qualifying frontier exploration expenses without regard to Canadian ownership.

Provincial Land Tenure

Most of Suncor's land rights for conventional oil and gas well production in the province of Alberta are under petroleum and natural gas leases granted by the Crown in right of Alberta with primary terms of five, ten or 21 years. All such leases will be continued beyond the primary term for those producing or capable of producing petroleum substances in paying quantities. If production ceases then up to one year's notice will be given by the Crown to restore production or the lease will terminate. Rights to zones below the deepest zone considered by the province of Alberta to be capable of production in paying quantities will revert to the province at the end of the primary term of the lease.

Oil produced from oil sands is produced under Crown Oil Sand Leases which have an initial term of 21 years, renewable for one further term of 21 years without any production. Thereafter leases are only renewable for further 21 year terms if a plant or "other works" are in operation. The Government of Alberta is currently revising its oil sands lease tenure regulations.

Petroleum and natural gas rights acquired in the province of British Columbia are in the form of drilling licences, permits, and leases with primary terms of five or ten years.

In the province of Saskatchewan, Crown petroleum and natural gas rights are acquired in the form of drilling reservations with one year terms, permits with three year terms and leases with primary terms of five years. All Crown leases will be continued beyond the primary term for those producing or capable of producing petroleum substances.

Some of Suncor's rights held in Alberta, British Columbia and Saskatchewan are subject to work commitments.

Foreign Ownership and Competition

By virtue of Sun Company, Inc. being its major shareholder and because of the nature and size of its business, some of Suncor's acquisition activity may require government review under the Investment Canada Act. As well, the premerger notification provisions in the Competition Act will apply to certain of Suncor's transactions.

ITEM 4 SELECTED CONSOLIDATED FINANCIAL INFORMATION[1]

	1990	1989	1988	1987	1986
	($ millions except per share amounts)				
Annual data:					
Sales and other operating revenues	$1 756	$1 485	$1 342	$1 364	$1 150
Total revenues	$1 759	$1 488	$1 345	$1 370	$1 157
Earnings (loss) for the year	$ 124	$ 57	$ (44)	$ 43	$ (7)
Total assets	$2 259	$2 065	$2 043	$2 102	$2 121
Long-term borrowings & redeemable preferred shares	$ 228	$ 222	$ 296	$ 227	$ 353
Earnings (loss) per common share	$ 2.27	$1.05	$(0.84)	$ 0.77	$(0.14)
Cash dividends per:					
Common Share	$ 0.40	$ -	$ 0.39	$ 0.20	$ 0.29
Preferred Shares Series A	$1.92	$ 1.92	$ 1.92	$ 1.92	$ 1.92

	Dec.31 1990	Sept.30 1990	June 30 1990	Mar.31 1990	Dec.31 1989	Sept.30 1989	June 30 1989	Mar.31 1989
	($ millions except per share amounts)							
Quarterly data:								
Sales and other operating revenues	$546	$437	$393	$380	$389	$364	$387	$345
Total revenues	$547	$438	$393	$381	$390	$364	$388	$346
Earnings (loss) for the period	$ 83	$ 30	$(10)	$ 21	$ 11	$ 19	$ 17	$ 10
Earnings (loss) per common share for the period	$1.51	$0.56	$(0.18)	$0.38	$0.21	$0.34	$0.31	$0.19

Note:

[1] As more fully described in Note 1 to the 1990 audited financial statements, certain figures have been restated to reflect the change in accounting for the costs of maintenance shutdowns.

Dividends

Holders of Preferred Shares Series A are entitled to and have received to date a fixed cumulative preferential cash dividend at an annual rate of one dollar and ninety-two cents per share, payable in quarterly instalments on the first days of March, June, September and December.

Suncor's board of directors has a policy of paying holders of common shares dividends commensurate with the dividend payout rates adopted by other integrated Canadian petroleum corporations where such payments are consistent with applicable law and the prudent exercise of discretion. In 1989 holders of common shares received an annual dividend of forty cents per share, in fully paid common shares (with fractional shares being paid in cash). In 1990 the directors decided to suspend the quarterly payment of common share dividends and to determine the nature and the amount of the annual dividend in the fourth quarter of each year.

Dividends were paid in 1989 and 1990 as follows:

			Preferred Shares Series A	Common
Quarters	1989	- 1	0.48	0.10*
		- 2	0.48	0.10*
		- 3	0.48	0.10*
		- 4	0.48	0.10*
	1990	- 1	0.48	-
		- 2	0.48	-
		- 3	0.48	-
		- 4	0.48	0.40

* In 1989 dividends were paid in fully paid common shares at a rate equivalent to $0.10 per share per quarter, valued for the purpose of the dividend at book value at year end 1988, with fractional shares being paid in cash.

ITEM 5 MANAGEMENT DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

The information required by this item is incorporated herein by reference to pages 25 to 31 in the Company's 1990 Annual Report to Shareholders.

ITEM 6 MARKET FOR THE SECURITIES OF THE ISSUER

The authorized share capital of Suncor consists of an unlimited number of common shares without nominal or par value and an unlimited number of preferred shares without nominal or par value issuable in series, the first being Preferred Shares Series A originally 1 107 145 in number. Redemptions to December 31, 1990 have reduced the authorized number of Preferred Shares Series A to 467 444. Reference is made to the three paragraphs under the heading "Voting Shares and Principal Holders Thereof" on pages 1 and 2 of the Management Proxy Circular dated March 21, 1991, which information is incorporated by reference.

The common shares are not listed on any stock exchange in Canada or elsewhere but are part of the over-the-counter automated trading system of the Canadian Dealing Network, a subsidiary of the Toronto Stock Exchange. The Preferred Shares Series A are listed on the Toronto and Alberta stock exchanges.

ITEM 7 DIRECTORS AND OFFICERS

Directors

Suncor's Articles stipulate that there shall be not more than 15 nor fewer than 8 directors, as the board of directors may determine from time to time. It is presently determined that the board of directors shall consist of 14 directors. The term of office of each director is from the date of the meeting at which he is elected until the next annual meeting of shareholders or until a successor is elected or appointed.

Except as otherwise indicated below with respect to Mr. B. Davies, Mr. G. Davies, Mr. Eliesen, Mr. George, Mr. Kingsmill, Mr. Saint-Pierre and Mr. Wyman, all of the directors have been engaged in their present principal occupations or in other executive capacities with the companies, firms or government ministries with which they currently hold positions for more than 5 years. Prior to September 1989, Mr. Bryan P. Davies was the Deputy Minister of the Ontario Ministry of Housing; prior to July 1988, he was the Deputy Minister of the Ontario Ministry of Financial Institutions and prior to April 1986, he was the Deputy Minister of the Ontario Ministry of Citizenship and Culture. Prior to June 1990, Mr. George Davies was the Executive Coordinator of the Policy Development Section of the Ontario Ministry of Energy and prior to October 1988 he was Senior Advisor, Economic Policy and Programs in the Federal Provincial Relations Office for the Government of Canada. Prior to April 1990, Mr. Marc Eliesen was a partner and National Director of Government Services for the management consulting firm of Peat Marwick Stevenson & Kellogg and prior to June 1988 he was Deputy Minister of the Manitoba Ministry of Energy and Mines, Chairman and Chief Executive Officer of the Manitoba Energy Authority and Chairman of the Board of Directors of Manitoba Hydro. Prior to February 1991, Mr. Richard L. George was the Managing Director of Sun International Exploration and Production Company Limited and Managing Director of Sun Oil Britain Limited; prior to November 1988 he was Vice President of Sun International Exploration and Production Company and prior to July 1987 he was District Manager of North Sea Sun Oil Company Ltd. Mr. Kingsmill was a partner in the law firm of Tilley, Carson & Findlay prior to April, 1988. Mr. Saint-Pierre was President and Chief Executive Officer of Ogilvie Mills Ltd. and Senior Vice President of John Labatt Limited prior to January, 1989. Mr. Wyman was Vice-Chairman of RBC Dominion Securities, Inc. prior to March 1991 and Chairman of Pemberton Securities Inc. prior to June 1989.

Suncor does not have an Executive Committee. It is required to have an Audit Committee, the members of which are:

Robert M. Aiken, Jr.
Harry Booth
Bryan P. Davies
Ardagh S. Kingsmill
W. Robert Wyman

Directors

Name and Municipality of Residence	Principal occupation and major positions and offices with Suncor or its significant affiliates	Director since*
Robert M. Aiken, Jr. Berwyn, Pennsylvania	Senior Vice President, Finance of Sun Company, Inc.	October 25, 1990
Harry Booth Calgary, Alberta	Director, Former Chairman and C.E.O. of Alberta Natural Gas Company Ltd., a company with natural gas transportation and petrochemical interests.	July 26, 1984
Robert H. Campbell Villanova, PA	President, Chief Operating Officer and a director of Sun Company, Inc.	April 26, 1984
Max B. E. Clarkson Toronto, Ontario	Professor, Faculty of Management, University of Toronto.	September 7, 1977
Bryan P. Davies Toronto, Ontario	Deputy Treasurer of Ontario and Deputy Minister of Economics.	January 28, 1991
George Davies Toronto, Ontario	Assistant Deputy Minister, Policy Development and Coordination Division of the Ontario Ministry of Energy.	January 28, 1991
Marc Eliesen Toronto, Ontario	Deputy Minister of the Ontario Ministry of Energy and Chairman, President and Chief Executive Officer of Ontario Energy Corporation.	January 28, 1991
Richard L. George Toronto, Ontario	President and Chief Operating Officer of Suncor Inc.	February 1, 1991
Ardagh S. Kingsmill, Q.C. Toronto, Ontario	Partner in the law firm of McCarthy Tétrault.	April 30, 1964
Michael M. Koerner Toronto, Ontario	President of Canada Overseas Investments Limited, a venture capital investment management company.	May 31, 1977

Directors (continued)

Name and Municipality of Residence	Principal occupation and major positions and offices with Suncor or its significant affiliates	Director since*
Bill N. Rutherford Berwyn, PA	Senior Vice President, Human Resources and Administration, Sun Company, Inc.	November 22, 1988
J. A. Guy Saint-Pierre Montreal, Quebec	President and Chief Executive Officer of The SNC Group Inc., a company with operations in engineering, construction and defence manufacturing.	September 24, 1980
Thomas H. Thomson Toronto, Ontario	Chairman and Chief Executive Officer of Suncor Inc. and President and a director of Sunoco Inc.	April 24, 1985
W. Robert Wyman Vancouver, B.C.	Chairman and Chief Executive Officer of British Columbia Hydro and Power Authority.	November 25, 1987

Officers

Thomas H. Thomson Toronto, Ontario	Chairman and Chief Executive Officer.
Richard L. George Toronto, Ontario	President and Chief Operating Officer.
Douglas G. MacKenzie Oakville, Ontario	Executive Vice President, Sunoco Group.
Michael A. Supple Fort McMurray, Alberta	Executive Vice President, Oil Sands Group.
Robert H. Writz, Jr. Calgary, Alberta	Executive Vice President, Resources Group.
Michael W. O'Brien Toronto, Ontario	Senior Vice President, Finance and Planning.
Peter T. Spelliscy Toronto, Ontario	Senior Vice President, Human Resources and Administration.

Officers (continued)

Name and Municipality of Residence	Principal occupation and major positions and offices with Suncor or its significant affiliates	Director since*
Grant A. T. Allan Oakville, Ontario	Vice President, Special Projects.	
Donald R. Brown, Q.C. Toronto, Ontario	Vice President, General Counsel and Secretary.	
Harry Maguss Calgary, Alberta	Vice President, External Affairs, Resources Group.	
Roger W. Smith Calgary, Alberta	Vice President, Exploration, Resources Group.	
Gerald F. Stevenson Calgary, Alberta	Vice President, Production, Resources Group.	
W. Ross Weaver Calgary, Alberta	Vice President, Administration, Resources Group.	
Hendrik H. Wind Calgary, Alberta	Vice President, Marketing Resources Group.	
Arnold L. Godin Fort McMurray, Alberta	Vice President, Utilities, Upgrading, and CMD, Oil Sands Group.	
Rudy A. Krueger Fort McMurray, Alberta	Vice President, Business Services, Oil Sands Group.	
Bernard A. Lang Fort McMurray, Alberta	Vice President, Technical and Business Development, Oil Sands Group.	
Gregory B. Lindsay Fort McMurray, Alberta	Vice President, Mine and Extraction Oil Sands Group.	
Anthony A. L. Wright Toronto, Ontario	Treasurer and Assistant Secretary.	
David R. Maughan North York, Ontario	Assistant Treasurer.	

The principal occupation of each officer is the office held with Suncor. Each such officer has been engaged in his present principal occupation or in other executive or employee capacities with Suncor or its affiliates for the past five years, other than as follows: Mr. Richard L. George was District Manager of North Sea Oil Company Ltd. prior to July 1987, was Vice President of Sun International Exploration and Production Company prior to November 1988 and Managing Director of Sun International Exploration and Production Company Limited and Managing Director of Sun Oil Britain Limited (formerly North Sea Oil Company Ltd.) prior to February 1991; D. G. MacKenzie was Senior Vice President - Petro-Canada Products, a division of Petro-Canada Inc. prior to May, 1986; and D. R. Brown was Vice-President and General Counsel of Traders Group Limited prior to February, 1988; Mr. Rudy A. Krueger was Manager Human Resources of Petro Canada Resources prior to December 1986 and Manager Human Resources Central Region (Ontario) of Petro Canada Inc. prior to December 1987; Mr. Roger W. Smith was Manager, Special Projects (Business Development) of Canadian Hunter Exploration Ltd. prior to July 1989 and a Consulting Geologist prior to July, 1990; H. H. Wind was Manager, Marketing and Joint Ventures of Norcen Energy Resources Ltd. prior to November, 1986.

As of March 21, 1991, none of the directors or officers beneficially owned, directly or indirectly, or exercised control or direction over any shares of Suncor or its subsidiaries.

ITEM 8 ADDITIONAL INFORMATION

Additional information, including remuneration of directors and executive officers, indebtedness of directors and officers, principal holders of Suncor's securities and interests of insiders in material transactions is contained in Suncor's Management Proxy Circular dated March 21, 1991 for the annual meeting of shareholders to be held on April 26, 1991. Additional financial information is provided on pages 33 to 46 and in the Auditors' Report on page 32 of Suncor's Annual Report to Shareholders for the year ended December 31, 1990. The foregoing information is incorporated herein by reference.

Copies of these documents may be obtained upon request from the Secretary, Suncor Inc., 36 York Mills Road, North York, Ontario, M2P 2C5.