

2013

United States Securities and Exchange Commission

Washington, D.C. 20549

Form 40-F

- Registration Statement pursuant to section 12 of the Securities Exchange Act of 1934
 Annual report pursuant to section 13(a) or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2013

Commission File Number: 001-04307

Husky Energy Inc.

(Exact name of Registrant as specified in its charter)

Alberta, Canada

1311

Not Applicable

(Province or other jurisdiction of incorporation or organization)

(Primary Standard Industrial Classification Code Number (if applicable))

(I.R.S. Employer Identification Number (if applicable))

707-8th Avenue S.W., P.O. Box 6525 Station D, Calgary, Alberta, Canada T2P 3G7
(403) 298-6111

(Address and telephone number of Registrant's principal executive office)

CT Corporation System, 111 Eighth Avenue, New York, New York 10011

(877) 467-3525

(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Class: None

Securities registered or to be registered pursuant to Section 12(g) of the Act:

Title of Class: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

Title of Class: Common Shares

For annual reports, indicate by check mark the information filed with this Form:

- Annual information form Audited annual financial statements

Number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

983,379,074 Common Shares outstanding as of December 31, 2013

12,000,000 Cumulative Redeemable Preferred Shares, Series 1 outstanding as of December 31, 2013

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

- Yes No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (s.232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

- Yes No

The Annual Report on Form 40-F shall be incorporated by reference into or as an exhibit to, as applicable, the Registrant's Registration Statement under the Securities Act of 1933: Form F-10 File (No. 333-191849); Form S-8 File No. (333-187135).

Principal Documents

The following documents have been filed as part of this Annual Report on Form 40-F:

A. Annual Information Form

The Annual Information Form of Husky Energy Inc. (“Husky” or “the Company”) for the year ended December 31, 2013 is included as Document A of this Annual Report on Form 40-F.

B. Audited Annual Financial Statements

Husky's audited consolidated financial statements for the years ended December 31, 2013 and December 31, 2012, including the auditors' report with respect thereto, is included as Document B of this Annual Report on Form 40-F.

C. Management's Discussion and Analysis

Husky's Management's Discussion and Analysis for the year ended December 31, 2013 is included as Document C of this Annual Report on Form 40-F.

Certifications

See Exhibits 31.1, 31.2, 32.1 and 32.2, which are included as Exhibits to this Annual Report on Form 40-F.

Supplemental Reserves Information

See Exhibit 99.1 for the Supplemental Reserves Information, which is included as an Exhibit to this Annual Report on Form 40-F.

Disclosure Controls and Procedures

See the section “Disclosure Controls and Procedures” in Husky's Management's Discussion and Analysis for the year ended December 31, 2013, which is included as Document C of this Annual Report on Form 40-F.

Management's Annual Report on Internal Control Over Financial Reporting

The section “Management's Annual Report on Internal Control over Financial Reporting” in Husky's Management's Discussion and Analysis, is included as Document C of this Annual Report on Form 40-F.

Attestation Report of the Registered Public Accounting Firm

The required disclosure is included in the “Report of Independent Registered Public Accounting Firm” that accompanies Husky's audited consolidated financial statements for the year ended December 31, 2013, which is included as Document B of this Annual Report on Form 40-F.

Changes in Internal Control Over Financial Reporting

The required disclosure is included in the section “Disclosure Controls and Procedures” in Husky's Management's Discussion and Analysis for the year ended December 31, 2013, which is included as Document C of this Annual Report on Form 40-F.

Notice Pursuant to Regulation BTR

Not Applicable.

Audit Committee Financial Expert

The Board of Directors of Husky has determined that William Shurniak is an “audit committee financial expert” (as defined in paragraph 8(b) of General Instruction B to Form 40-F) serving on its Audit Committee. Pursuant to paragraph 8(a)(2) of General Instruction B to Form 40-F, the Board has applied the definition of independence applicable to the audit committee members of New York Stock Exchange listed companies. Mr. Shurniak is a corporate director and is independent under the New York Stock Exchange standards. For a description of Mr. Shurniak's relevant experience in financial matters, see Mr. Shurniak's history in the section “Directors and Officers” and in the section “Audit Committee” in Husky's Annual Information Form for the year ended December 31, 2013, which is included as Document A of this Annual Report on Form 40-F.

Code of Business Conduct and Ethics

Husky's Code of Ethics is disclosed in its Code of Business Conduct, which is applicable to its principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions and to all of its other employees, and is posted on its website at www.huskyenergy.com. In May 2013, Husky made amendments to its Code of Business Conduct. A description of those amendments is included as Exhibit 99.2 to this Annual Report on Form 40-F. A copy of Husky's Code of Business Conduct, as amended, is included as Exhibit 99.3 to this Annual Report on Form 40-F. In the fiscal year ended December 31, 2013, Husky has not granted a

waiver, including an implicit waiver, from a provision of its Code of Ethics. In the event that, during Husky's ensuing fiscal year, Husky:

- i. amends any provision of its Code of Business Conduct that applies to its principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions that relates to any element of the code of ethics definition enumerated in paragraph (9)(b) of General Instruction B to Form 40-F; or
- ii. grants a waiver, including an implicit waiver, from a provision of its Code of Business Conduct to any of its principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions that relates to one or more of the items set forth in paragraph (9)(b) of General Instruction B to Form 40-F;

Husky will promptly disclose such occurrences on its website following the date of such amendment or waiver and will specifically describe the nature of any amendment or waiver, and in the case of a waiver, name the person to whom the waiver was granted and the date of the waiver.

Principal Accountant Fees and Services

See the section "External Auditor Service Fees" in the Annual Information Form for the year ended December 31, 2013, which is included as Document A of this Annual Report on Form 40-F.

Off-Balance Sheet Arrangements

See the section "Off-Balance Sheet Arrangements" in Husky's Management's Discussion and Analysis for the year ended December 31, 2013, which is included as Document C of this Annual Report on Form 40-F.

Tabular Disclosure of Contractual Obligations

See the section "Cash Requirements" in Husky's Management's Discussion and Analysis for the year ended December 31, 2013, which is included as Document C of this Annual Report on Form 40-F.

Identification of the Audit Committee

Husky has a separately designated standing Audit Committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. The members of the Audit Committee are: W. Shurniak, C.S. Russel, F.S.H. Ma and G.C. Magnus.

Interactive Data File

Not applicable.

Mine Safety Disclosure

Not applicable.

Undertaking and Consent to Service of Process

Undertaking

Husky undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

Consent to Service of Process

A Form F-X signed by Husky and its agent for service of process has been filed with the Commission together with Form F-10 (File No. 333-191849) in connection with its common shares registered on such form.

Any change to the name or address of the agent for service of process of Husky shall be communicated promptly to the Commission by an amendment to the Form F-X referencing the file number of Husky.

Signatures

Pursuant to the requirements of the Exchange Act, Husky Energy Inc. certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this Annual Report to be signed on its behalf by the undersigned, thereto duly authorized.

Dated this 6th day of March, 2014

Husky Energy Inc.

By: /s/ Asim Ghosh
Name: Asim Ghosh
Title: President & Chief Executive Officer

By: /s/ James D. Girgulis
Name: James D. Girgulis
Title: Senior Vice President, General Counsel & Secretary

Annual Information Form
For the Year Ended December 31, 2013

Husky Energy Inc.
Annual Information Form
For the Year Ended December 31, 2013
March 6, 2014

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ADVISORIES

In this Annual Information Form (“AIF”), the terms “Husky” and “the Company” mean Husky Energy Inc. and its subsidiaries and partnership interests on a consolidated basis, including information with respect to predecessor corporations.

Unless otherwise noted, all financial information included and incorporated by reference in this AIF is determined using International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board.

Except where otherwise indicated, all dollar amounts stated in this AIF are Canadian dollars.

ABBREVIATIONS AND GLOSSARY OF TERMS

When used in this AIF, the following terms have the meanings indicated:

Units of Measure

bbbl	barrel
bbls	barrels
bbls/day	barrels per calendar day
bcf	billion cubic feet
boe	barrels of oil equivalent
boe/day	barrels of oil equivalent per calendar day
CO ₂	carbon dioxide
GJ	gigajoule
lt	litres
lt/day	litres per day
m	meters
mhbbls	thousand barrels
mhbbls/day	thousand barrels per calendar day
mboe	thousand barrels of oil equivalent
mboe/day	thousand barrels of oil equivalent per day
mcf	thousand cubic feet
mhbbls	million barrels
mmboe	million barrels of oil equivalent
mmbtu	million British thermal units
mmcf	million cubic feet
mmcf/day	million cubic feet per calendar day
MW	megawatts

Acronyms

AER	Alberta Energy Regulator
AIF	Annual Information Form
API	American Petroleum Institute
ARO	Asset Retirement Obligations
ASC	Alberta Securities Commission
ASP	Alkaline Surfactant Polymer
CAPP	Canadian Association of Petroleum Producers
CEPA	Canadian Energy Pipeline Association
CHOPS	Cold Heavy Oil Production with Sand
CNOOC	China National Offshore Oil Corporation
CPF	Central Processing Facility
COGEH	Canadian Oil and Gas Evaluation Handbook
CSA	Canadian Securities Administrators
CSS	Cyclic Steam Stimulation
EDGAR	Electronic Data Gathering, Analysis, and Retrieval system
EIA	Energy Information Administration
EL	Exploration licence
EOR	Enhanced Oil Recovery
EPA	Environmental Protection Agency
FASB	Financial Accounting Standards Board
FEED	Front End Engineering Design
FPSO	Floating Production, Storage and Offloading Vessel

HOIMS	Husky Operational Integrity Management System
HSB	Husky Synthetic Blend
IFRS	International Financial Reporting Standards
LARP	Lower Athabasca Regional Plan
MD&A	Management's Discussion And Analysis
MEG	Monoethylene Glycol
NGL	Natural Gas Liquids
NIT	NOVA Inventory Transfer
NYMEX	New York Mercantile Exchange
OPEC	Organization of Petroleum Exporting Countries
PSC	Production Sharing Contract
SAGD	Steam Assisted Gravity Drainage
SEC	Securities and Exchange Commission of the United States
SEDAR	System for Electronic Document Analysis and Retrieval
WCI	Western Climate Initiative
U.S.	United States
WTI	West Texas Intermediate

The Company uses the term boe, which is calculated on an energy equivalence basis whereby one barrel of crude oil is equivalent to six thousand cubic feet of natural gas. Readers are cautioned that the term boe may be misleading, particularly if used in isolation. This measure is primarily applicable at the burner tip and does not represent a value equivalency at the wellhead.

Abandonment costs

Costs of abandoning a well, net of any salvage value, and disconnecting the well from the surface gathering system.

API° gravity

Measure of oil density or specific gravity used in the petroleum industry. The API scale expresses density such that the greater the density of the petroleum, the lower the degree of API gravity.

Barrel

A unit of volume equal to 42 U.S. gallons.

Bitumen

Bitumen is solid or semi-solid with a viscosity greater than 10,000 centipoise at original temperature in the deposit and atmospheric pressure.

Coal bed methane

The primary energy source of natural gas is methane. Coal bed methane is methane found and recovered from the coal bed seams. The methane is normally trapped in coal by water that is under pressure. When the water is removed the methane is released.

Delineation well

A well in close proximity to an oil or gas well that helps determine the aerial extent of the reservoir.

Development well

A well drilled within the proved area of an oil and gas reservoir to the depth of a stratigraphic horizon known to be productive.

Diluent

A lighter gravity liquid hydrocarbon, usually condensate or synthetic oil, added to heavy oil to improve the transmissibility of the oil through a pipeline.

Dry and abandoned well

A well found to be incapable of producing oil or gas in sufficient quantities to justify completion as a producing oil or gas well.

Enhanced oil recovery

The increased recovery from a crude oil pool achieved by artificial means or by the application of energy extrinsic to the pool. An artificial means or application includes pressuring, cycling, pressure maintenance or injection to the pool of a substance or form of energy but does not include the injection in a well of a substance or form of energy for the sole purpose of aiding in the lifting of fluids in the well, or stimulation of the reservoir at or near the well by mechanical, chemical, thermal or explosive means.

Exploration licence

A licence with respect to the Canadian offshore or the Northwest or Yukon Territories conferring the right to explore for, and the exclusive right to drill and test for, petroleum; the exclusive right to develop the applicable area in order to produce petroleum; and, subject to satisfying the requirements for issuance of a production licence and compliance with the terms of the licence and other provisions of the relevant legislation, the exclusive right to obtain a production licence.

Exploratory well

A well drilled to find a new field or to find a new reservoir in a field previously found to be productive of oil or gas, in another reservoir. Generally, an exploratory well is any well that is not a development well, a service well, an extension well, which is a well drilled to extend the limits of a known reservoir, or a stratigraphic test well as those items are defined herein.

Field

An area consisting of a single reservoir or multiple reservoirs all grouped on or related to the same individual geological structural feature and/or stratigraphic condition. There may be two or more reservoirs in a field which are separated vertically by intervening impervious strata, or laterally by local geologic barriers, or by both.

Heavy crude oil

Crude oil measured between 20 API° and 10 API° and is liquid at original temperature in the deposit and atmospheric pressure.

Horizontal drilling

Drilling horizontally rather than vertically through a reservoir, thereby exposing more of the well to the reservoir and increasing production.

Infill well

A well drilled on an irregular pattern disregarding normal spacing requirements. These wells are drilled to produce from parts of a reservoir that would otherwise not be recovered through existing wells drilled in accordance with normal spacing.

Light crude oil

Crude oil measured at 30 API° or lighter.

Liquefied petroleum gas

Liquefied propanes and butanes, separately or in mixtures.

Medium crude oil

Crude oil measured between 20 API° and 30 API°.

Natural gas liquids

Those hydrocarbon components recovered from raw natural gas as liquids by processing through extraction plants, or recovered from field separators, scrubbers or other gathering facilities. These liquids include the hydrocarbon components ethane, propane, butanes and condensate or a combination thereof.

Oil sands

Sands and other rock materials that contain crude bitumen and include all other mineral substances in association therewith.

Production Sharing Contract

A contract for the development of resources under which the contractor's costs (investment) are recoverable each year out of the production but with a maximum amount of production that can be applied to the cost recovery in any year. This annual allocation of production is referred to as cost oil; the remainder is referred to as profit oil and is divided in accordance with the contract between the contractor and the host government.

Reserve Replacement Ratio

The reserve replacement ratio represents the rate at which the Company replaces reserve volumes realized through current production for a given period. The ratio is calculated as the sum of: closing reserve volumes less opening reserve volumes plus production volumes divided by production volumes.

Secondary recovery

Oil or gas recovered by injecting water or gas into the reservoir to force additional oil or gas to the producing wells. Usually, but not necessarily, this is done after the primary recovery phase has passed.

Seismic survey

A method by which the physical attributes in the outer rock shell of the earth are determined by measuring, with a seismograph, the rate of transmission of shock waves through the various rock formations. The rate at which the waves are transmitted varies with the medium through which they pass.

Service well

A well drilled or completed for the purpose of supporting production in an existing field. Specific purposes of service wells include gas injection, water injection, steam injection, air injection, saltwater disposal, water supply for injection, observation or injection for in-situ combustion.

Significant discovery licence

A licence issued following the declaration of a significant discovery, which is indicated by the first exploration well that demonstrates by flow testing the existence of sufficient hydrocarbons in a particular geological feature to suggest potential for sustained production. A significant discovery licence confers the same rights as that of an exploration licence.

Specific gravity

The ratio between the weight of equal volumes of water and another liquid measured at standard temperature. The weight of water is assigned a value of one. However, the specific gravity of oil is normally expressed in degrees of API gravity as follows:

$$\text{Degrees API} = \frac{141.5}{\text{Specific gravity @ F60 degrees}} - 131.5$$

Spot price

The price for a one-time open market transaction for immediate delivery of a specific quantity of product at a specific location where the commodity is purchased “on the spot” at current market rates.

Steam assisted gravity drainage

An enhanced oil recovery method used to produce heavy crude oil and bitumen in-situ. Steam is injected via a horizontal well along a producing formation. The temperature in the formation increases and lowers the viscosity of the crude oil allowing it to fall to a horizontal production well beneath the steam injection well.

Stratigraphic test well

A drilling effort, geologically directed, to obtain information pertaining to a specific geologic condition. Such wells customarily are drilled without the intention of being completed for hydrocarbon production. This classification also includes tests identified as core tests and all types of expendable holes related to hydrocarbon exploration. Stratigraphic test wells are classified as (i) “exploratory-type,” if not drilled in a proved area, or (ii) “development-type,” if drilled in a proved area.

Synthetic oil

A mixture of hydrocarbons derived by upgrading heavy crude oils, including bitumen, through a process that reduces the carbon content and increases the hydrogen content.

Three-dimensional seismic survey

Three dimensional seismic imaging which uses a grid of numerous cables rather than a few lines stretched in one line.

Turnaround

Maintenance at a plant or facility which requires the plant or facility to be completely or partially shutdown for the duration.

Two-dimensional seismic survey

A vertical section of seismic data consisting of numerous adjacent traces acquired sequentially.

Waterflood

One method of secondary recovery in which water is injected into an oil reservoir for the purpose of forcing oil out of the reservoir and into the bore of a producing well.

Wellhead

The structure, sometimes called the “Christmas tree,” that is positioned on the surface over a well and used to control the flow of oil or gas as it emerges from the subsurface casing head.

Working interest

An interest in the net revenues of an oil and gas property, which is proportionate to the share of exploration and development costs borne until such costs have been recovered, and which entitles the holder to participate in a share of net revenue thereafter.

EXCHANGE RATE INFORMATION

The following table discloses various indicators of the Canadian dollar/U.S. dollar rate of exchange or the cost of a U.S. dollar in Canadian currency for the three years indicated.⁽¹⁾⁽²⁾

<i>(Cdn \$ per U.S. \$)</i>	Year ended December 31,		
	2013	2012	2011
Year-end	1.064	0.995	1.017
Low	0.982	0.964	0.941
High	1.074	1.044	1.066
Average	1.03	0.999	0.989

⁽¹⁾ The year-end exchange rates were as quoted by the Bank of Canada for the noon buying rate.

⁽²⁾ The high, low and average rates were either quoted or calculated as at the last day of the relevant period.

CORPORATE STRUCTURE

Husky Energy Inc.

Husky Energy Inc. was incorporated under the *Business Corporations Act* (Alberta) on June 21, 2000. The Company's Articles were amended effective February 28, 2011 to permit the issuance of common shares as payment of stock dividends on the common shares and to authorize preferred shares to be issued in one or more series. The Company's Articles were also amended effective March 11, 2011 to create Cumulative Redeemable Preferred Shares, Series 1 (the “Series 1 Preferred Shares”) and Cumulative Redeemable Preferred Shares, Series 2 (the “Series 2 Preferred Shares”).

Husky has its registered office and its head and principal office at 707, 8th Avenue S.W., P.O. Box 6525, Station D, Calgary, Alberta, T2P 3G7.

Intercorporate Relationships

The following table lists Husky's significant subsidiaries and jointly controlled entities and their place of incorporation, continuance or organization, as the case may be, as at December 31, 2013.⁽¹⁾ All of the following companies and partnerships, except as otherwise indicated, are 100% beneficially owned or controlled or directed, directly or indirectly.

Name	Jurisdiction
Subsidiary of Husky Energy Inc.	
Husky Oil Operations Limited	Alberta
Subsidiaries and jointly controlled entities of Husky Oil Operations Limited	
Husky Oil Limited Partnership	Alberta
Husky Terra Nova Partnership	Alberta
Husky Downstream General Partnership	Alberta
Husky Energy Marketing Partnership	Alberta
Husky Energy International Corporation	Alberta
Sunrise Oil Sands Partnership (50%)	Alberta
BP-Husky Refining LLC (50%)	Delaware
Lima Refining Company	Delaware
Husky Marketing and Supply Company	Delaware

⁽¹⁾ Principal operating subsidiaries exclusive of intercorporate relationships due to financing related receivables and investments.

GENERAL DEVELOPMENT OF HUSKY

Three-year History of Husky

2011

On February 28, 2011, Husky announced that its shareholders voted in favour of an amendment to the Company's Articles, which allowed Husky's Board of Directors to declare, and shareholders to accept, dividends in cash or in common shares. The shareholders also approved an amendment to allow for the issuance of preferred shares.

On March 18, 2011, Husky issued 12 million Series 1 Preferred Shares at a price of \$25.00 per share for aggregate gross proceeds of \$300 million. Holders of the Series 1 Preferred Shares are entitled to receive a cumulative quarterly fixed dividend yielding 4.45% annually for the initial period ending March 31, 2016. Thereafter, the dividend rate will be reset every five years at a rate equal to the 5-year Government of Canada bond yield plus 1.73%. Holders of Series 1 Preferred Shares have the right, at their option, to convert their shares into Series 2 Preferred Shares, subject to certain conditions, on March 31, 2016 and on March 31 every five years thereafter. Holders of the Series 2 Preferred Shares are entitled to receive cumulative quarterly floating rate dividends at a rate equal to the three-month Government of Canada Treasury Bill yield plus 1.73%.

On June 29, 2011, Husky completed a \$1 billion public offering and a \$200 million private placement to its then principal shareholders, L.F. Management and Investment S.à r.l (formerly L.F. Investments (Barbados) Limited) and Hutchison Whampoa Luxembourg Holdings S.à r.l. The Company issued approximately 37 million common shares at \$27.05 per share pursuant to the public offering and approximately 7 million common shares at a price of \$27.05 per share pursuant to the private placement. The public offering was conducted under the Company's universal short form base shelf prospectus filed November 26, 2010 with the securities regulatory authorities in all provinces of Canada, the Company's universal short form base shelf prospectus filed June 13, 2011 with the Alberta Securities Commission and the SEC, and the respective accompanying prospectus supplements.

On September 19, 2011, Husky announced that it had sanctioned the development of the Liwan 3-1 and Liuhua 34-2 fields, the principal fields of the Liwan Gas Project in the South China Sea. The project, which is being jointly developed by Husky and CNOOC, aims to bring at least three natural gas discoveries on Block 29/26 to market. Production from the field will supply the Guangdong Province natural gas grid from an onshore gas plant at Gaolan Island, Zhuhai.

2012

On March 22, 2012, the Company issued U.S. \$500 million of 3.95% senior unsecured notes due April 15, 2022 pursuant to the universal short form base shelf prospectus filed with the Alberta Securities Commission and the SEC on June 13, 2011 and an accompanying prospectus supplement. The notes are redeemable at the option of the Company at a make-whole premium and interest is payable semi-annually. The notes are unsecured and unsubordinated and rank equally with all of the Company's other unsecured and unsubordinated indebtedness.

On June 15, 2012, Husky repaid the maturing U.S. \$400 million of 6.25% notes for U.S. \$413 million, including U.S. \$13 million of interest. The amount paid to note holders was equivalent to \$410 million in Canadian dollars.

On December 14, 2012, Husky amended and restated both of its revolving syndicated credit facilities to allow the Company to borrow up to \$1.5 billion and \$1.6 billion in either Canadian or U.S. currency from a group of banks on an unsecured basis. The maturity date for the \$1.5 billion facility was extended to December 14, 2016 and there was no change to the August 31, 2014 maturity date of the \$1.6 billion facility.

On December 31, 2012, Husky filed a universal short form base shelf prospectus (the "Canadian Shelf Prospectus") with applicable securities regulators in each of the provinces of Canada, other than Quebec, that enables the Company to offer up to \$3.0 billion of common shares, preferred shares, debt securities, subscription receipts, warrants and units in Canada up to and including January 30, 2015. As of December 31, 2013, the Company had not issued securities under the Canadian Shelf Prospectus. This Canadian Shelf Prospectus replaced the universal short form base shelf prospectus filed in Canada during November 2010 which expired in December 2012.

During 2012, the Company continued to advance exploration and development projects on its extensive oil resource land base of approximately 800,000 net acres. Heavy oil production commenced in the second quarter of 2012 ahead of schedule at both the Pikes Peak South and Paradise Hill heavy oil thermal projects and production ramped up to a combined average of 17,000 bbls/day exceeding the combined 11,500 bbls/day design rates. The Company advanced construction on the 3,500 bbls/day Sandall thermal development project and commenced initial drilling. Design and initial site work continued at the 10,000 bbls/day Rush Lake commercial project. Initial planning continued for three additional commercial thermal projects.

The Overall Development Plan for the Liwan Gas Project on Block 29/26 in the South China Sea was approved by the Government of China. The development project was more than 80% complete at the end of 2012. Approximately 90 kilometers of the two 79-kilometer deep water pipelines connecting the gas field to the central platform had been laid and approximately 190 kilometers out of 261 kilometers of shallow water pipeline had been laid from the central platform to the onshore gas plant. The completed jacket for the shallow water central platform was successfully placed onto the ocean floor on August 30, 2012.

Planning continued for the development of the single well Liuhua 34-2 field, which is to be tied into the Liwan 3-1 field deep water facilities. FEED for the development of the Liuhua 29-1 gas field was completed.

In December 2012, Husky signed a joint venture agreement with CPC Corporation, Taiwan, for an exploration block in the South China Sea. The exploration block is located 100 kilometers southwest of the island of Taiwan and covers approximately 10,000 square kilometers. Husky holds a 75% working interest during exploration, while CPC Corporation has the right to participate in the development program up to a 50% interest.

The 2012 exploration drilling program on the Madura Strait Block concluded in October 2012, with four new discoveries being made as a result of a five well exploration drilling program.

Husky and BP continued to advance the development of the Sunrise Energy Project in multiple stages. During 2012, drilling of the planned steam assisted gravity drainage ("SAGD") horizontal well pairs for Phase I was completed and site construction and equipment installations were advanced. Substantial cost certainty on the first phase of the Sunrise Energy Project was achieved in 2012 with the conversion to a lump sum contract for the central processing facility ("CPF"). Development work continued on the next phase of the project, where regulatory approvals are in place for a total 200,000 bbls/day (100,000 bbls/day net).

Development continued at the White Rose field with the addition of an infill production well which was brought online in August 2012. As at the end of 2012, a total of 22 wells, including nine producing wells, 10 water injectors, and three gas injectors were on production. A development plan amendment was filed with the regulator in October 2012 to facilitate development of resources at the South White Rose Extension satellite. At North Amethyst, development continued in 2012 with the addition of the fourth production well. At the end of 2012, four production and three water injection wells were online. An application to develop the deeper Hibernia formation at North

Amethyst progressed through the regulatory review process. A water injection well to support the existing producing well for the West White Rose pilot project was completed and brought online during 2012. Evaluation of a wellhead platform to facilitate future development continued during 2012 and supporting regulatory filings were submitted for an environmental assessment of the concept.

Husky and Seadrill entered into a five-year contract for the use of Seadrill's West Mira rig, a new harsh environment semi-submersible rig currently being built and expected to be completed in 2015.

Exploration activity in the Atlantic Region included drilling of the Searcher prospect in the southern Jeanne D'Arc Basin. The well did not encounter commercial hydrocarbons and was expensed in 2012.

2013

During February 2013, the limit on the \$1.5 billion revolving syndicated credit facility, allowing the Company to borrow in either Canadian or U.S. currency on an unsecured basis, was increased to \$1.6 billion. There was no change to the maturity date of the facility. There continues to be no differences between the terms of the Company's revolving syndicated credit facilities other than their maturity dates.

At the Liwan Gas Project, drilling and completion work continued in 2013, with all nine wells on the Liwan 3-1 gas field completed and ready for production. During May 2013, the platform topsides were completed and transported approximately 2,500 kilometers from Qingdao, China, to the South China Sea and successfully installed onto the jacket. In addition, the 261 kilometers of shallow water pipeline from the central platform to the gas plant and construction of the onshore gas plant was completed. Five major construction vessels and their support vessels were in operation during 2013, while construction continued on the deep water facilities. Despite encountering unusually difficult weather conditions during an extended typhoon season in late 2013, all piping to connect the individual wells to the manifolds and the manifolds to the connecting infield production flow lines was installed. Final testing and commissioning of the gas plant and offshore infrastructure is now underway. First production is expected in the latter part of the first quarter of 2014.

The single development well of the Liuhua 34-2 field is expected to be tied into the Liwan 3-1 field deep water facilities, with production expected later in the second half of 2014. Production from the Liwan Gas Project is scheduled to go off-line in the second half of 2014 for approximately six to eight weeks to tie in the Liuhua 34-2 field.

On June 5, 2013, Husky received regulatory approval for a development plan amendment for the South White Rose field, the third satellite extension at the White Rose field in the Atlantic Region. The amendment provided for gas injection, which will enhance oil production and provide additional storage for recovered gas. Installation of gas injection equipment to support the South White Rose Extension was completed at the end of 2013, with gas injection commencing in early 2014. Installation of oil production equipment is scheduled in 2014, with first oil anticipated by the end of 2014.

On October 31, 2013 and November 1, 2013, Husky filed a universal short form base shelf prospectus (the "Shelf Prospectus") with the Alberta Securities Commission and the SEC, respectively, that enables the Company to offer up to U.S. \$3.0 billion of debt securities, common shares, preferred shares, subscription receipts, warrants and units of the Company in the United States up to and including November 30, 2015. As of December 31, 2013, the Company had not issued securities under the Shelf Prospectus. This Shelf Prospectus replaced the shelf prospectus which was filed in June 2011 and expired in July 2013.

Husky and its partner made two significant discoveries in the year of a high-quality, light, sweet crude oil resource in the Flemish Pass Basin. The first discovery was made at the Harpoon O-85 well followed by a second discovery made at the Bay Du Nord prospect, both located approximately 500 kilometres offshore Newfoundland. The evaluation of well results at the Harpoon discovery is ongoing, with further appraisal drilling required to assess the potential of the prospect. The evaluation of well results at the Bay Du Nord prospect has confirmed significant quantities of hydrocarbons with best estimate contingent resources estimated by Husky at 400 million barrels on a 100% working interest basis as at December 31, 2013. The two discoveries made in the year brings the total number of significant discoveries in the region to three. The 2009 Mizzen discovery of slightly heavier oil with best estimate contingent resources estimated by Husky at 130 million barrels on a 100% working interest basis as at December 31, 2013. Husky holds a 35% working interest in all three wells.

For the West White Rose Extension Project, Husky and its joint venture partners concluded a benefits agreement with the Government of Newfoundland and Labrador for the project and a Development Application to the Canada-Newfoundland and Labrador Offshore Petroleum Board was submitted. Construction of a graving dock commenced

in Argentina, Newfoundland and detailed engineering and design in advance of a final investment decision is ongoing.

The North Amethyst G-25-9 multilateral well was completed and brought online in late November, with average gross production of 20,000 bbls/day (14,000 bbls/day net to Husky). In addition, drilling commenced on the North Amethyst Hibernia well in the fourth quarter of 2013, targeting a secondary deeper zone below the main North Amethyst field.

At the 60,000 bbls/day (30,000 bbls/day net to Husky) Sunrise Energy Project, the CPF was more than 75% complete at December 31, 2013 with major equipment installed and field tanks and buildings for Plant 1A in place. Commissioning of the first six well pads commenced in 2013, with the remaining two well pads expected to be turned over for commissioning in the first quarter of 2014. Start up for Phase I of the project is expected in the second half of 2014.

At December 31, 2013, construction was substantially complete at the 3,500 bbls/day Sandall heavy oil thermal development project, and steaming was underway with first oil achieved in the first quarter of 2014.

In 2013, construction work continued at the 10,000 bbls/day Rush Lake commercial project with first production expected in the second half of 2015.

In 2013, the liquids-rich natural gas formations at Ansell in west central Alberta continued to be a key area of focus with 25 wells (gross) drilled and 30 wells (gross) completed. At December 31, 2013, the Company had drilled and completed over 300 (gross) wells at the play, which had an average production of 13,800 boe/day in 2013.

DESCRIPTION OF HUSKY'S BUSINESS

General

Husky is a publicly traded international integrated energy company headquartered in Calgary, Alberta, Canada.

Management has identified segments for the Company's business based on differences in products, services and management responsibility. The Company's business is conducted predominantly through two major business segments - Upstream and Downstream.

Upstream includes exploration for, and development and production of, crude oil, bitumen, natural gas and NGL (Exploration and Production) and marketing of the Company's and other producers' crude oil, natural gas, NGL, sulphur and petroleum coke, pipeline transportation, the blending of crude oil and natural gas, and storage of crude oil, diluent and natural gas (Infrastructure and Marketing). The Company's Upstream operations are located primarily in Western Canada, offshore East Coast of Canada, offshore China, offshore Indonesia and offshore Taiwan.

Downstream includes upgrading of heavy crude oil feedstock into synthetic crude oil (Upgrading), refining in Canada of crude oil and marketing of refined petroleum products including gasoline, diesel, ethanol blended fuels, asphalt and ancillary products, and production of ethanol (Canadian Refined Products) and refining in the U.S. of primarily crude oil to produce and market gasoline, jet fuel and diesel fuels that meet U.S. clean fuels standards (U.S. Refining and Marketing).

Social and Environmental Policy

Husky Operational Integrity Management System

Husky approaches social responsibility and sustainable development by seeking a balance among economic, environmental and social factors while maintaining growth. Husky strives to find solutions to issues that do not compromise the needs of future generations. In 2008, Husky implemented the Husky Operational Integrity Management System ("HOIMS"), which is followed by all Husky businesses. HOIMS is a systematic approach to anticipating, identifying and mitigating hazardous situations within the Company's operations. The implementation of HOIMS has produced tangible business results, including improved performance, fewer incidents and enhanced business value. It incorporates best practices from across the industry, consistent with Husky's commitment to excellence in operational integrity. HOIMS includes 14 fundamental elements; each element contains well defined

objectives and expectations that guide Husky to continuously improve operational integrity. Resources are dedicated to the continued implementation and execution of HOIMS, and audits are conducted to help ensure that HOIMS is effectively integrated into daily operations.

The fundamental elements of HOIMS are:

1. Ensure all levels of management demonstrate leadership and commitment to operational integrity. Define and ensure appropriate accountability for HOIMS throughout the organization.
2. Prevent incidents by identifying and minimizing workplace and personal health risks. Promote and reinforce all safe behaviours.
3. Manage risks by performing comprehensive risk assessments to provide essential decision-making information. Develop and implement plans to manage significant risks and impacts to as low as reasonably practical levels.
4. Be prepared for an emergency or security threat. Identify all necessary actions to be taken to protect people, the environment, the organization's assets and reputation in the event of an emergency or security threat.
5. Maintain operations reliability and integrity by use of clearly defined and documented operational, maintenance, inspection and corrosion programs. Seek improvements in process and equipment dependability by systematically eliminating defects and sources of loss.
6. Provide assurance that personnel possess the necessary competencies, knowledge, abilities and behaviours to perform and demonstrate designated tasks and responsibilities effectively, efficiently and safely.
7. Report and investigate all incidents. Learn from incidents and use the information to take corrective action and prevent recurrence.
8. Operate responsibly to minimize the environmental impact of operations. Leave a positive legacy behind when operations cease.
9. Ensure that risks and exposures from proposed changes are identified, evaluated and managed to remain at an acceptable level.
10. Identify, maintain and safeguard important information. Ensure personnel can readily access and retrieve information. Promote and encourage constructive dialogue within the organization to share industry recommended practices and acquired knowledge.
11. Ensure conformance with corporate policies and compliance with all relevant government regulations. Work constructively to influence proposed laws and regulations, and debate on emerging issues.
12. Design, construct, commission, operate and decommission all assets in a healthy, safe, secure, environmentally sound, reliable and efficient manner.
13. Ensure contractors and suppliers perform in a manner that is consistent and compatible with Husky's policies and business performance standards. Ensure contracted services and procured materials meet the requirements and expectations of Husky's standards.
14. Confirm that HOIMS processes are implemented and assess whether they are working effectively. Measure progress and continually improve towards meeting HOIMS objectives, targets, and key performance indicators.

Health, Safety and Environment

The Health, Safety and Environment Committee of the Board of Directors is responsible for oversight of health, safety and environment policy, audit results and for monitoring compliance with the Company's environmental policies, key performance indicators and regulatory requirements. The mandate of the Health, Safety and Environment Committee is available on the Husky website at www.huskyenergy.com.

Environmental Protection

Husky's operations are subject to various environmental requirements under federal, provincial, state and local laws and regulations, as well as international conventions. These laws and regulations cover matters such as air emissions, wastewater discharge, non-saline water use, land disturbances and handling and disposal of waste materials. These laws and regulations have proliferated and become more complex over time, governing an increasingly broad aspect of the industry's mode of operating and product characteristics. Husky continues to monitor emerging environmental laws and regulations and proactively implements programs as required for compliance.

Husky is required by the Government of Canada to report facilities that emit greater than 50,000 tonnes of carbon dioxide equivalent units per annum. The Lloydminster Upgrader, Lloydminster Refinery, Prince George Refinery, SeaRose FPSO, Sierra compressor station, Ram River gas plant, Rainbow Lake gas plant, Tucker thermal oil plant,

Bolney SAGD thermal plant, Pikes Peak CSS thermal plant and the Lloydminster and Minnedosa ethanol plants are in this category. Husky has implemented an Environmental Performance Reporting System that gathers, consolidates, and calculates information, generates reports and identifies trends regarding greenhouse gas emissions.

Husky is also a member of the Integrated CO₂ Network, which is working to reduce greenhouse gas emissions. The group continues to study technologies related to the capture, transportation and storage of CO₂. A project was completed in 2012 to capture, compress and liquefy CO₂ from the Lloydminster ethanol plant for injection into heavy oil fields for Enhanced Oil Recovery. At Lloydminster and Rainbow Lake, Husky utilizes cogeneration to produce both electricity and thermal energy for use at its processing facilities. This configuration has fewer adverse effects on the environment and is cost effective. Electrical energy in excess of Husky's requirements is sold into the grid, the provincial network of electrical transmission and distribution facilities. At Husky's Tucker Thermal SAGD project vapour recovery systems are in use on all tanks and process vessels.

Husky has undertaken programs to minimize water consumption, particularly non-saline water. At the Tucker Thermal SAGD project, over 80% of water produced with the bitumen is recycled, and make up water is sourced from very saline, non-potable groundwater. Husky is implementing various technologies to improve water efficiency. A number of Husky fields in Alberta and Saskatchewan use alkaline surfactant polymer ("ASP") to increase water efficiency in enhanced oil recovery ("EOR"). In the Lloydminster area, Husky uses CO₂ to dilute and mobilize heavy oil in a pilot project.

Ongoing remediation and reclamation work is occurring at approximately 3,100 well sites and facilities. In 2013, Husky spent approximately \$142 million on ARO, and the Company expects to spend approximately \$200 million in 2014 on environmental site closure activities, including abandonment, decommissioning, reclamation and remediation.

The Company completed a review of its ARO provisions, including estimated costs and projected timing of performing the abandonment and retirement operations. The results of this review have been incorporated into the estimated liability as disclosed in Note 16 of the Company's 2013 audited consolidated financial statements.

At December 31, 2013, Husky had 503 retail locations in its light refined products operations, which consisted of 348 Husky controlled, owned or leased locations and 155 independent retailer locations. Husky is continually monitoring the owned and leased locations for environmental compliance and, where required, performing remediation including routine underground tank replacements. Husky has several "legacy" (inactive facility) sites which require remediation. These legacy sites range from refinery sites to retail locations.

It is not possible to predict with certainty the amount of additional investment in new or existing facilities required to be incurred in the future for environmental protection or to address regulatory compliance requirements, such as reporting. Although these costs may be significant, Husky does not expect that they will have a material adverse effect on liquidity and financial position over the long-term.

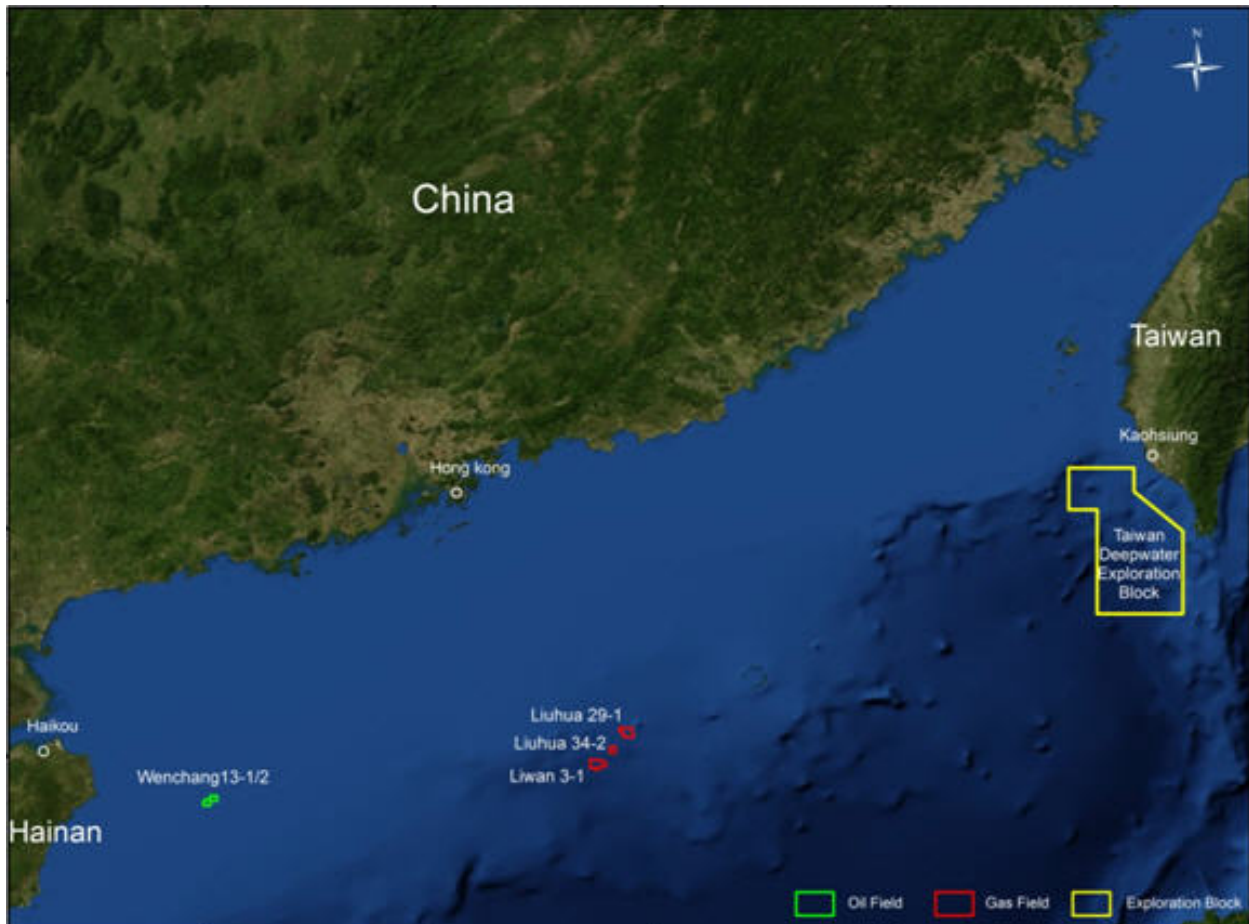
Upstream Operations

Upstream includes exploration for, and development and production of, crude oil, bitumen, natural gas and NGL (Exploration and Production) and marketing of the Company's and other producers' crude oil, natural gas, NGL, sulphur and petroleum coke, pipeline transportation, the blending of crude oil, and natural gas, and storage of crude oil, diluent and natural gas (Infrastructure and Marketing).

Description of Major Properties and Facilities

Husky's portfolio of Upstream assets includes properties with reserves of light crude oil (30° API and lighter), medium crude oil (between 20° and 30° API), heavy crude oil (liquid between 20° API and 10° API), bitumen (solid or semi-solid with a viscosity greater than 10,000 centipoise at original temperature in the deposit and atmospheric pressure), NGL, natural gas and sulphur.

China



Liwan Gas Project

The Liwan Gas Project includes the significant natural gas discoveries at the Liwan 3-1, Liuhua 34-2 and Liuhua 29-1 fields within the Contract Area 29/26 exploration block.

Husky executed a PSC with CNOOC for Block 29/26 on October 1, 2004. The block is located in the Pearl River Mouth Basin of the South China Sea, approximately 300 kilometers southeast of the Hong Kong Special Administrative Region.

In 2006, Husky substantially completed the Liwan 3-1-1 well natural gas discovery. The well was drilled in 1,500 meters of water to a total depth of 3,843 meters. During 2009, Husky discovered an additional gas field at Liuhua 34-2, approximately 23 kilometers to the northeast of the Liwan 3-1 field. In 2010, the Company made another natural gas discovery at Liuhua 29-1, approximately 43 kilometers to the northeast of the Liwan 3-1 field.

In late 2010, Husky Oil China Ltd. signed a Heads of Agreement with CNOOC, which specified CNOOC's election to participate in the development of the Block 29/26 discoveries to its maximum 51% working interest and key principles to fund, develop and operate the Liwan 3-1 deep water gas field. It was agreed that the project would be separated into deep water and shallow water development projects, with Husky acting as deep water operator and CNOOC acting as shallow water operator. The deep water project would include a subsea production system connected by dual flow lines to a central shallow water platform. The shallow water project would include the shallow water platform connected to an onshore gas plant with access to the energy markets of the Hong Kong Special Administrative Region and the Guangdong province on the China mainland. It was also envisaged that the Liuhua 34-2 and Liuhua 29-1 fields would be tied into and share usage of the shallow water infrastructure.

In 2011, Husky completed tendering the major deep water equipment and installation activity, and CNOOC commenced the shallow water pipe laying and onshore gas plant construction. A gas sales agreement was also executed with CNOOC Gas & Power Group, Guangdong Branch, for volumes from the Liwan 3-1 field.

In 2012 and 2013, Husky completed the deep water development of the Liwan 3-1 field. During the same period, CNOOC completed the shallow water development of the Liwan 3-1 field, which comprises the central platform standing in approximately 120 meters of water. Husky was responsible for the installation of the approximately 850 tonne Monoethylene Glycol ("MEG") Recovery Unit onto the topside of the central platform which pumps MEG to the field to suppress hydrate formation and then recovers the MEG from the production gas as it is being processed through the central platform. The CNOOC-operated shallow water development also includes 261 kilometer 30 inch diameter pipeline running from the central platform to the onshore Gaolan Gas Plant. The gas plant includes liquids separation facilities, ten spherical NGL storage tanks, an export jetty, control facilities, as well as administrative and accommodation buildings.

Also in 2013, a gas sales agreement was executed with CNOOC Gas & Power Group, Guangdong Branch, for the natural gas volumes from the Liuhua 34-2 field. Development of the single production well Liuhua 34-2 field to be tied into the deep water facilities of the Liwan 3-1 field is planned for 2014 and production is expected to commence later in the second half of 2014. FEED for the development of the Liuhua 29-1 gas field has now been completed, and the Overall Development Plan is being prepared. Negotiations for the sale of the gas from the Liuhua 29-1 field are ongoing.

Wenchang

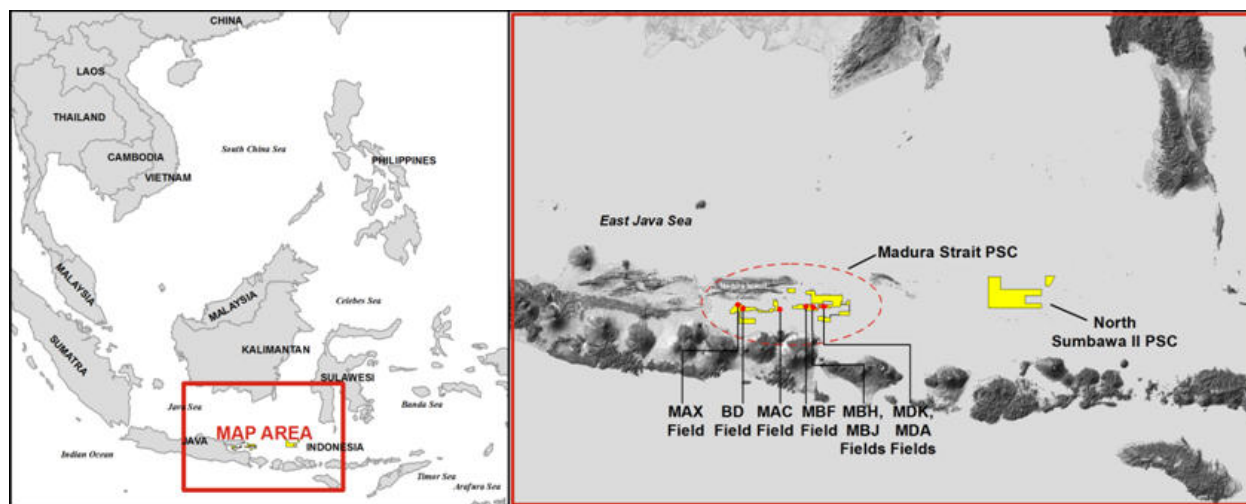
The Wenchang field is located in the western Pearl River Mouth Basin, approximately 400 kilometers south of the Hong Kong Special Administrative Region and 100 kilometers east of Hainan Island. Husky holds a 40% working interest in two oil fields, which commenced production in July 2002, and the PSC is due to expire in 2017. The Wenchang 13-1 and 13-2 oil fields are currently producing from 32 wells in 100 meters of water into an FPSO stationed between fixed platforms located in each of the two fields. The blended crude oil from the two fields averages approximately 35° API. Husky's gross production averaged 7.3 mbbbls/day during 2013.

Taiwan

In December 2012, Husky signed a joint venture agreement with CPC Corporation, Taiwan for an exploration block in the South China Sea. The exploration block is located 100 kilometers southwest of the island of Taiwan and covers approximately 10,300 square kilometers. Husky holds a 75% working interest during exploration, while CPC Corporation has the right to participate in the development program up to a 50% interest. Under the joint venture contract, Husky has an obligation to carry out two-dimensional seismic surveys within the first two years, with options to carry out three-dimensional seismic surveys and to drill at least one exploration well in subsequent exploration periods.

In 2013, Husky completed approximately two-thirds of the minimum two-dimensional ("2-D") seismic survey obligation and is processing the survey data. Completion of the remainder of the 2-D seismic survey is planned for 2014.

Indonesia



Madura Strait

Husky has a 40% interest in approximately 621,700 acres (2,516 square kilometers) of the Madura Strait block, located offshore East Java, south of Madura Island, Indonesia. Husky's two partners are CNOOC, which is the operator and has a 40% working interest, and Samudra Energy Ltd., which holds the remaining 20% interest through its affiliate, SMS Development Ltd.

The BD gas field was granted commercial status and the Plan of Development was approved by the Indonesian state oil company in 1995. The field was to supply natural gas to a proposed independent power plant; however, construction of the power plant did not proceed due to economic issues that occurred in Indonesia at that time and as a result, the BD development was deferred. Market conditions became more favourable for the BD development to supply gas to meet the demand of the East Java region and an updated development plan was approved in 2008 by the Government of Indonesia.

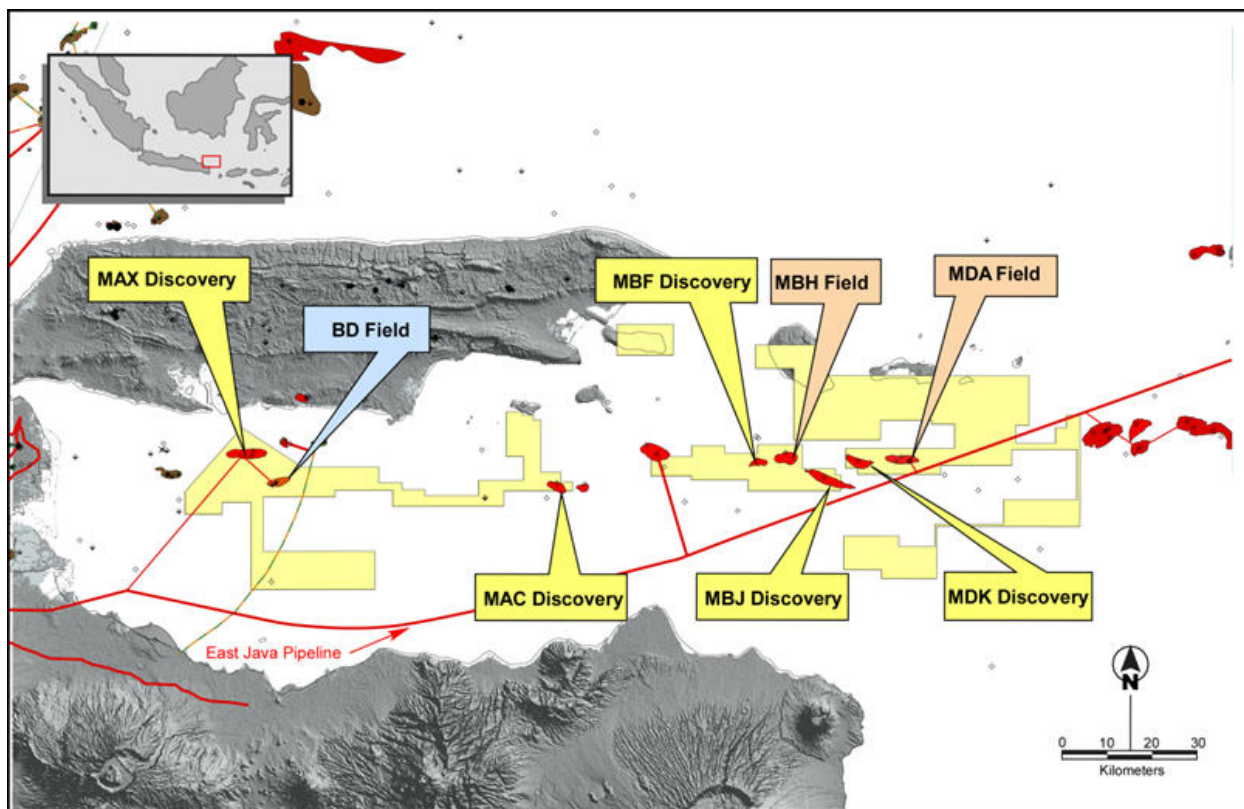
In October 2010, the Government of Indonesia approved an extension of the PSC that was originally awarded in 1982. The approval provided a 20-year extension to the contract, which now runs until 2032. The BD field FEED was completed in the second quarter of 2010.

In 2011, CNOOC drilled an appraisal well that confirmed commercial quantities of hydrocarbons in the MDA field. An exploration well was also drilled in 2011 on the MBH field and a new gas field was discovered. The gas sales contracts for the BD field previously signed in 2010 with three gas buyers were amended in 2011. In November 2012, the functions of BP Migas, the then Indonesian oil and gas regulator, were temporarily transferred to the Energy and Mineral Resources Ministry and subsequently, a new body, SKK Migas, was established as the new industry regulator. As discussed and agreed with the new regulator, a re-tender for the BD field FPSO commenced.

In 2012, the exploration drilling program resulted in discoveries on the MAC, MAX, MDK and MBJ fields. The fields are being evaluated for commercial development potential.

In January 2013, the Plan of Development for a combined MDA and MBH development project was approved by SKK Migas. In July, the BD field engineering, procurement, installation and commissioning contract was awarded and engineering/construction work under the contract commenced. The evaluation of the BD field FPSO re-tender was completed by the operator and their recommendation for contract award is under final review by the Government of Indonesia. In addition, the tender plan for the combined MDA and MBH development project is under review by Indonesia's regulatory authority for approval. The Government of Indonesia appointed a lead distributor for the major portion of the gas from the MDA and MBH fields and a Heads of Agreement has been reached. Negotiations for a gas sales contract are in progress. Exploration drilling on the block in 2013 resulted in an additional discovery named the MBF field.

First gas from the Madura Strait Block is anticipated in late 2016 - early 2017.



North Sumbawa II

Husky executed a PSC in November 2008 with the Government of Indonesia for the North Sumbawa II contract area. Husky holds a 100% interest in the North Sumbawa II block, which is located in the East Java Basin approximately 300 kilometres east of the Madura Strait block and covers an area of 937,300 acres (3,793 square kilometres). The PSC requires the acquisition of 2-D seismic data with a commitment of U.S. \$2 million, and the drilling of one exploration well with a commitment of U.S. \$10 million. Husky satisfied its seismic work commitment by acquiring 1,020 kilometres of 2-D seismic data in December 2009. Husky has used this data to identify a potential exploration prospect. Husky requested and has received extensions to fulfill its commitment by November 2014.

Atlantic Region

Husky's offshore East Coast exploration and development program is focused in the Jeanne d'Arc Basin on the Grand Banks, which contains the Hibernia and Terra Nova fields, the White Rose field and satellite extensions, which include the North Amethyst, West White Rose and the South White Rose Extensions, and the Flemish Pass Basin offshore Newfoundland, which contains the Mizzen, Bay du Nord and Harpoon discoveries. Husky is the operator of the White Rose field and satellite extensions, and holds an ownership interest in the Terra Nova field as well as in a number of smaller undeveloped fields. Husky also holds significant exploration acreage offshore Newfoundland and a portfolio of exploration licences ("ELs") offshore Greenland.

White Rose Oil Field

The White Rose oil field is located 354 kilometers off the coast of Newfoundland and approximately 48 kilometers east of the Hibernia oil field on the eastern section of the Jeanne d'Arc Basin. Husky is the operator of the White Rose field and satellite tiebacks, including the North Amethyst, West White Rose and South White Rose extensions. The Company has a 72.5% working interest in the core field and a 68.875% working interest in the satellite fields.

First oil was achieved at White Rose in November 2005. The White Rose field was the third oil field developed offshore Newfoundland and currently has nine production wells, 10 water injectors, and three gas injectors. Husky continues to look at ways for EOR from the core field, and during 2012 drilled an infill production well at White Rose. During 2013, Husky's production from the White Rose field was 8.7 million barrels (24,000 bbls/day).

On May 31, 2010, first oil was achieved from North Amethyst, the first satellite field extension for the White Rose field. The field is located approximately six kilometers southwest of the SeaRose FPSO. Production flows from North Amethyst to the SeaRose FPSO through a series of subsea flow lines. During 2013, Husky's production from North Amethyst was 8.3 million barrels (22,700 bbls/day). A multilateral production well was completed and brought online in November 2013. As of December 31, 2013, the field had five production wells and four water injection wells, which completes the base plan for the field. In October 2013, Husky received regulatory approval to develop a second, deeper formation at North Amethyst utilizing existing infrastructure, and drilling of a production well targeting the Hibernia layer formation commenced in December 2013. A supporting water injector is already in place.

Initial production from West White Rose was achieved in September 2011 through a two-well pilot project. These wells have helped provide further information on the reservoir to refine development plans for the full West White Rose field. Husky's share of production from this satellite field was 3.3 million barrels (9,000 bbls/day) during 2013. Husky and its partners have confirmed the wellhead platform concept as the preferred option for full field development of West White Rose.

During 2013, a number of key milestones were met for the West White Rose Extension Project including the approval of a benefits agreement with the Government of Newfoundland and Labrador, the release of the environmental impact assessment for further federal and provincial approval, and the submission of the Development Application to the Canada-Newfoundland and Labrador Offshore Petroleum Board.

The White Rose Extension Project will utilize a wellhead platform consisting of a concrete gravity structure and drilling topsides. Reservoir fluids and production will continue to be handled by the SeaRose FPSO. Fabrication of a graving dock to support the project commenced in October 2013, as detailed facility engineering and design progressed in advance of a final investment decision. First production is anticipated in 2017.

Husky is developing the South White Rose Extension in two phases, with gas injection commencing in the first quarter of 2014, followed by oil production later in the year. Regulatory approval for an amended development plan was granted in June 2013. Equipment to support gas injection was installed in the summer of 2013. Oil production equipment is being fabricated for installation in the summer of 2014.

Terra Nova Oil Field

The Terra Nova oil field is located approximately 350 kilometers southeast of St. John's, Newfoundland in 91 to 100 metres of water. The Terra Nova oil field is divided into three distinct areas, known as the Graben, the East Flank and the Far East. Production at Terra Nova commenced in January 2002. Husky's working interest in the field increased to 13% effective December 1, 2010.

Husky's gross production in 2013 from the Terra Nova field was 1.79 million barrels (4,910 bbls/day). Production at Terra Nova was impacted by an extended 10-week maintenance program to facilitate repairs to the FPSO mooring chains. Production from the field resumed on December 6, 2013.

As at December 31, 2013, there were 14 development wells drilled in the Graben area, consisting of eight production wells, three water injection wells and three gas injection wells. In the East Flank area there were 13 development wells, consisting of eight production wells and five water injection wells. There is one extended reach producer and an extended reach water injection well in the Far East area. Drilling operations are expected to continue in 2014 on both new and existing development wells.

East Coast Exploration

Husky believes that the Atlantic Region has exploration potential, and that the Company's position there will provide growth opportunities for light crude oil and natural gas development in the medium to long-term. Husky presently holds working interests ranging from 5.8% to 73.125% in 23 significant discovery areas in the Jeanne d'Arc Basin, Flemish Pass Basin, offshore Labrador and Baffin Island. Husky and its partner made two additional oil discoveries in the Flemish Pass Basin, at Harpoon and Bay du Nord in 2013.

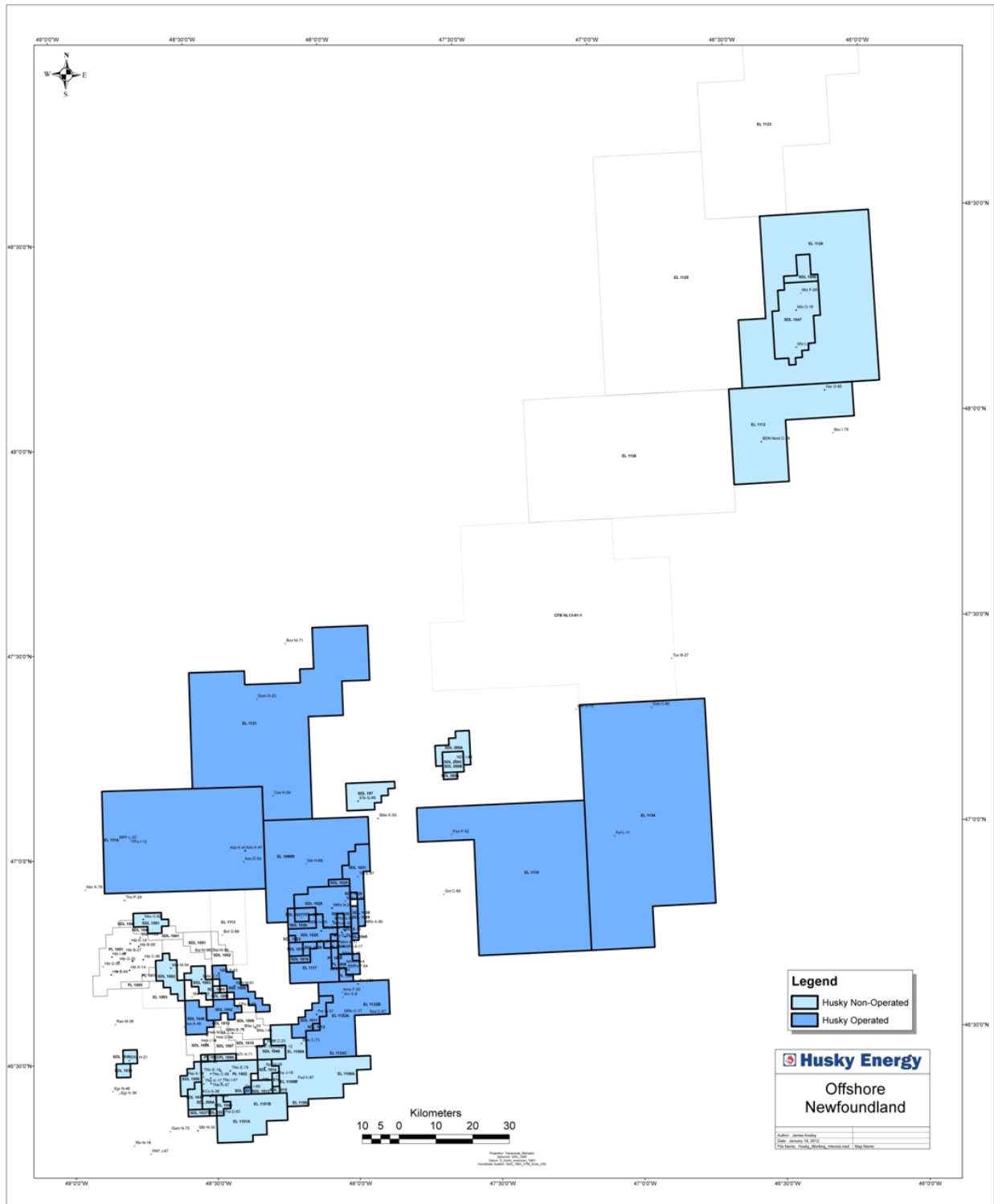
The evaluation of well results at Bay du Nord have confirmed significant quantities of hydrocarbons with best estimate contingent resources estimated by Husky at 400 million barrels on a 100% working interest basis as at December 31, 2013. The Bay du Nord prospect is south of the Mizzen discovery and west of the Harpoon discovery made in 2013. In addition, the evaluation of well results at the Harpoon discovery is ongoing with further appraisal drilling required to assess the potential of the prospect. Mizzen, discovered in 2009, holds best estimate contingent resources estimated by Husky at 130 million barrels on a 100% working interest basis as at December 31, 2013. Husky holds a 35% working interest in all three wells. Husky and its partner continue to assess the recent

discoveries at the Bay Du Nord and Harpoon prospects in the Flemish Pass Basin offshore Newfoundland, and will work to identify ways to accelerate development in the region. The companies have announced a seismic survey for spring of 2014 and an 18-month exploration and delineation drilling program. A rig has been secured and is expected to begin operations offshore Newfoundland in fall of 2014.

Husky also announced a hydrocarbon discovery at the White Rose H-70 well northwest of the main White Rose field. An analysis of the results is continuing. The well was drilled as part of Husky's ongoing strategy of near-field delineation in the White Rose area.

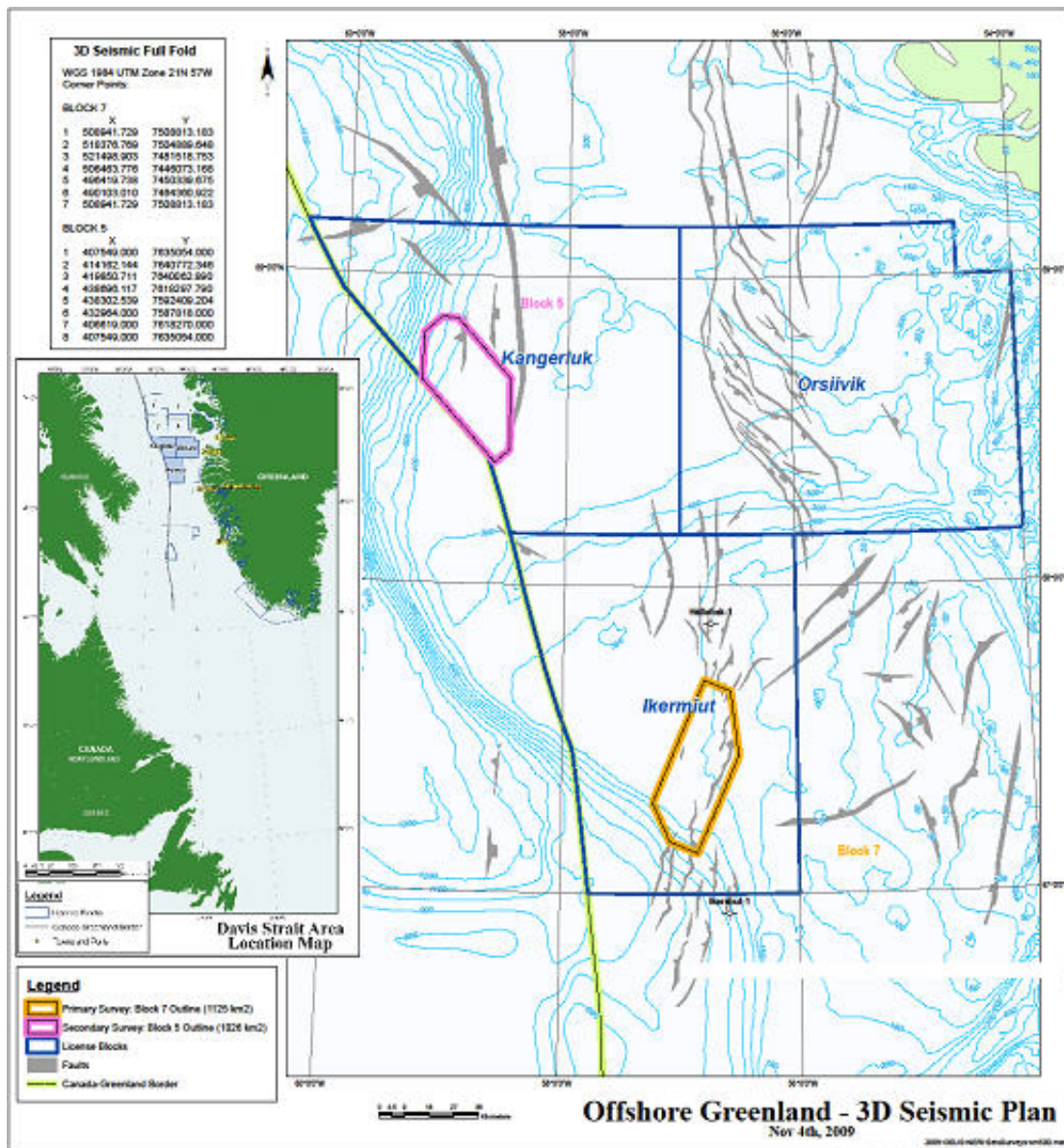
Husky participated in the non-operated Federation well in the second quarter of 2013. The well did not encounter commercial hydrocarbons and has been expensed.

The Company also intends to participate in additional exploration and delineation wells during 2014, including in the southern Flemish Pass Basin and the Jeanne d'Arc Basin.



Greenland

Husky is the operator of two ELs offshore the west coast of Disko Island, Greenland. Husky continues to evaluate its opportunities in the region.



Oil Sands

Sunrise Energy Project

On March 31, 2008, Husky and BP completed a transaction that created an integrated North American oil sands business. The business is comprised of a 50/50 partnership to develop the Sunrise Energy Project, operated by Husky, and a 50/50 limited liability company for the BP-Husky Toledo Refinery, operated by BP.

The Sunrise Energy Project, which is an in-situ SAGD oil sands project located in the Athabasca region of northern Alberta, was approved by the Alberta Energy Regulator (“AER”) and formerly the Energy Resources Conservation Board) in December 2005. An amendment to the application was submitted in April 2007, which outlined changes and optimizations resulting from ongoing depletion planning and FEED. Amendment approvals from the AER were received in January 2009 and approval from Alberta Environment was received in the first quarter of 2009. A second amendment to optimize the CPF design was filed with the regulators in July 2009 and approval was received from both the AER and Alberta Environment in December 2009.

FEED for Phase I of the Sunrise Energy Project was completed in December 2009. During 2010, the partnership reached an agreement on the movement of diluted bitumen to market and transportation of diluent to the Sunrise oil sands site. Project sanction for Phase I was announced in late 2010, and Husky awarded major engineering and construction contracts for the central processing and field facilities. Development drilling commenced in the first quarter of 2011.

Phase I of Sunrise Energy Project was approximately 85% complete as at December 31, 2013. Major equipment was installed to the CPF, and field tanks and buildings for Plant 1A are now in place. In addition, all modules have been delivered and major equipment installation has been completed for Plant 1B. Field facilities are substantially complete. The main power line to the plant is now energized and the testing of piping and the completion of remaining electrical and instrumentation work is being completed in advance of the planned systems turn over. Six of the eight well pads had been turned over for commissioning as at December 31, 2013. The remaining two well pads are targeted to be turned over in the first quarter of 2014. As of December 31, 2013, approximately 90% of the project's total cost estimate had been spent. Start up for Phase I is planned for the second half of 2014.

Early engineering is underway for the next phase of the Sunrise Energy Project.

Tucker Oil Sands Project

Tucker is an in-situ SAGD oil sands project located 30 kilometers northwest of Cold Lake, Alberta that commenced production at the end of 2006. Husky has expanded the project through the development of the overlying Lower Grand Rapids formation with an initial six well pairs. Production at Tucker in 2013 was 10.4 mbbls/day. Several applications to the AER have been approved or are proceeding for additional drilling and field development through 2015.

Undeveloped Oil Sands Assets

Husky holds in excess of 550,000 acres in undeveloped oil sands leases and has a 100% working interest in all leases except in Athabasca South, in which it has a 50% working interest.

In May 2013, Husky submitted an application for a 3,000 bbls/day bitumen carbonate pilot project at Saleski located north of Wabasca, Alberta. Supplemental information requests were received from the Alberta Energy Regulator and responses were submitted in December 2013. Core work, geo-modeling and simulation models were advanced.

The Company continued its analysis of several other oil sands assets during 2013. It has initiated additional delineation and resource characterization programs for McMullen, Cadotte North and Caribou.

Heavy Oil

Lloydminster Heavy Oil and Gas

The majority of Husky's heavy oil assets are located in the Lloydminster region of Alberta and Saskatchewan, with lands consisting of approximately two million acres. This extensive land position spans most of the productive oil fields in the area, all within 100 kilometers of the City of Lloydminster. The Company operates over 4,500 wells in the area, with a 100% working interest in the majority of these wells. Husky's operations are supported by a network of Husky owned oil treating facilities and pipelines that transport heavy crude oil from the field locations to the Husky Lloydminster asphalt refinery, the Husky Lloydminster Upgrader and the third-party pipeline systems at Hardisty, Alberta, providing full integration with the Company's Infrastructure and Marketing and Downstream businesses.

Production of heavy oil from the Lloydminster area uses a variety of techniques, including primary production methods, horizontal well technology, CSS and SAGD. Husky's gross heavy and medium crude oil production from the area averaged 97.9 mbbls/day in 2013. Of the total crude oil produced, 58.1 mbbls/day was primary production of heavy crude oil, using CHOPS and horizontal technologies, 37.9 mbbls/day was from Husky's thermal operations and 1.9 mbbls/day was from the medium gravity waterflooded fields in the Wainwright and Wildmere areas. Husky also produces natural gas from numerous small shallow pools in the Lloydminster region and recovers solution gas produced from heavy oil wells. During 2013, Husky's gross natural gas production from the Lloydminster region averaged 19.6 mmcf/day.

Construction was substantially complete at the 3,500 bbls/day Sandall thermal development project at December 31, 2013. Production commenced in the first quarter of 2014.

Design and construction is continuing at the 10,000 bbls/day Rush Lake commercial project with first production expected in the second half of 2015. Production performance from the two well pair pilot is in line with expectations. Initial planning is ongoing for three additional commercial thermal projects.

Two 10,000 bbls/day thermal developments were sanctioned in the fourth quarter of 2013 at Edam East and Vawn in Saskatchewan. Construction is scheduled to begin in 2014, and these projects are expected to deliver a total of 20,000 bbls/day of production. First production is expected in 2016.

The Company advanced its horizontal drilling program in 2013 with the completion of 140 wells. Based on the positive performance of previous horizontal drilling programs, Husky is continuing this program and is planning to drill approximately 144 wells in 2014, and continuing to implement waterflooding in selected pools. The Company also drilled 228 gross CHOPS wells during 2013. In 2014, 177 CHOPS wells are planned.

The Company is focused on increasing its heavy oil production and believes that its undeveloped land position, coupled with the development and application of improved recovery technologies, will maintain and grow heavy crude oil production in the Lloydminster area.

Non-Thermal Enhanced Oil Recovery

Husky operated five solvent EOR pilot programs in 2013 and a CO₂ capture and liquefaction plant at the Lloydminster Ethanol Plant. This liquefied CO₂ is used in the ongoing EOR piloting program.

Western Canada (excluding Heavy Oil and Oil Sands)

Northwest

Western Canada northwest conventional development operations are located primarily in north and central Alberta from the foothills in western Alberta to Slave Lake and Grande Prairie in northern Alberta. Husky operates 85 facilities in the area. Production for 2013 from northwest operations averaged 63 mboe/day. Production consisted of 268 mmcf/day of natural gas and 18 mbbbls/day of oil and NGL.

The area is heavily weighted to natural gas production, approximately 70%, with the highest production coming from the Rocky Mountain House district totalling approximately 115 mmcf/day in 2013. Husky is pursuing liquids-rich natural gas and crude oil development opportunities within the existing asset portfolio with major oil developments at McMullen and Wapiti along with an emerging liquids-rich gas play in the Strachan area.

The conventional crude oil development primarily centers around heavy oil at McMullen which is located approximately 40 kilometers southwest of Wabasca, Alberta. The McMullen development is currently producing approximately 5 mboe/day. Development plans for 2014 include drilling 40 conventional wells to continue to increase production.

In addition to the primary development at McMullen, Husky continued with its air injection pilot in 2013 with an expansion of the pilot from one to four production wells increasing production to approximately 600 bbls/day. Three additional wells were put on production in the third quarter of 2013.

The Company continued to develop an unconventional Cardium oil play in the Wapiti area south of the city of Grand Prairie, Alberta utilizing horizontal well and multi-stage fracturing technology to unlock crude oil reserves in the Cardium zone. The 2013 drilling program was expanded to 13 wells and a 10 well drilling program is planned for 2014.

Southeast

Husky's Western Canada southeast conventional development operations are located primarily in southern Alberta and southern Saskatchewan. Husky operates 68 crude oil and 27 gas facilities in the area. Production in 2013 from these operations averaged 69 mmcf/day of natural gas and 36 mbbbls/day of crude oil and NGL.

Husky plans to continue its Viking resource oil drilling program which targets medium productivity reservoirs enhanced by utilizing horizontal drilling and multiple-stage fracturing treatments. Plans are in place to drill up to 37 Viking wells in 2014, primarily at Elrose, located approximately 150 kilometers southwest of Saskatoon, Saskatchewan, and to expand into the Alliance area, located approximately 200 kilometers southeast of Edmonton, Alberta. The Company currently has approximately 100 wells producing from the plays and intends to continue to develop and optimize infrastructure in all areas.

Husky applies the ASP EOR process at Warner in southern Alberta and at Gull Lake and Fosterton in southern Saskatchewan. In addition, Husky holds a 20.3% non-operating working interest in the Instow, Saskatchewan ASP flood. Production in December 2013 for this ASP EOR program was approximately 3.9 mbbbls/day.

Development of the Bakken and Torquay formations continued in southeast Saskatchewan with 14 wells drilled and 13 wells put on production. The tank treating facility capacity was upgraded to handle solution gas. Production and evaluation of the Lower Shaunavon formation in southwest Saskatchewan continued with nine wells drilled and seven wells put on production and the two remaining wells are undergoing completion and tie-in. Production from these two plays was 2.4 mbbbls/day in December 2013.

Conventional oil development in southern Alberta will focus on the Lithic Glauconitic and Ellerslie channel sands and several locations in the Taber/Hussar area. A plan is in place to drill approximately 25 vertical delineation wells and 16 horizontal multi-stage fracturing wells.

Rainbow Development

Rainbow Lake, located approximately 700 kilometers northwest of Edmonton, Alberta, is the site of Husky's largest light oil production operation in Western Canada. Husky's production for 2013 from the Rainbow Lake district averaged 10.1 mbbbls/day of light crude oil and NGL and 89.5 mmcf/day of natural gas. In addition to operating and continuing development of these assets, Husky has continued exploration activities within the Muskwa resource play in which Husky holds a 100% working interest and a total of 10 horizontal wells were drilled in 2013.

Cogeneration

The Company holds a 50% interest in a 90 MW natural gas fired cogeneration facility adjacent to Husky's Rainbow Lake processing plant. The cogeneration facility produces electricity for the Power Pool of Alberta and thermal energy, or steam, for the Rainbow Lake processing plant. Results from this joint venture are included in Upstream Exploration and Production.

Distribution of Oil and Gas Production

Crude Oil and NGL

Husky provides heavy crude oil feedstock to its Upgrader and its asphalt refinery, which are located at Lloydminster, Alberta/Saskatchewan. The combined dry crude feedstock requirements of the Upgrader and asphalt refinery are approximately equal to Husky's heavy crude oil production from the Lloydminster area. Husky also purchases third-party volumes. Husky markets heavy crude oil production directly to refiners located in the mid-west and eastern United States and Canada. Husky markets its light and synthetic crude oil production to third-party refiners in Canada, the United States and Asia in addition to Husky's Lima Refinery. NGL is sold to local petrochemical end users, retail and wholesale distributors, and refiners in North America.

Husky markets third-party volumes of crude oil, synthetic crude oil and NGL in addition to its own production. For a discussion of Husky's distribution methods associated with crude oil and NGL, see "Commodity Marketing".

Natural Gas

The following table shows the distribution of Husky's gross average daily natural gas production for the years indicated. The Company markets third-party natural gas production in addition to its own production.

	Years Ended December 31,		
	2013	2012	2011
	(mmcf/day)		
Sales Distribution			
United States	141	154	163
Canada	198	242	297
	339	396	460
Sales to Aggregators	2	4	3
Internal Use ⁽¹⁾	172	154	144
	513	554	607

⁽¹⁾ Husky consumes natural gas for fuel at several of its facilities.

Fixed Price Contracts

The following table shows the future commitments to deliver natural gas from Husky reserves. Husky's proved developed reserves of natural gas in Western Canada are more than adequate to meet future delivery commitments.

	bcf	Fixed Price
		\$/mmbtu
2014	11.6	4.25
2015	3.8	4.34
2016	—	—

Disclosures of Oil and Gas Activities

Production History

Average Gross Daily Production	Year Ended	Three Months Ended			
	Dec 31, 2013	Dec 31, 2013	Sept 30, 2013	June 30, 2013	Mar 31, 2013
Canada - Western Canada					
Light Crude Oil and NGL (mbbls/day)	29.7	30.2	29.2	28.6	30.7
Medium Crude Oil (mbbls/day)	23.2	23.4	23.2	22.9	23.0
Heavy Crude Oil (mbbls/day)	74.5	75.9	75.3	72.3	74.4
Bitumen (mbbls/day)	47.7	46.7	48.0	48.3	47.9
Natural Gas (mmcf/day)	512.7	503.8	505.5	504.7	537.3
Canada - Atlantic Region					
Light Crude Oil (mbbls/day)	44.1	40.8	41.7	46.1	47.9
China					
Light Crude Oil and NGL (mbbls/day)	7.3	7.3	6.8	7.6	7.8
Total Gross Production (mboe/day)	312.0	308.3	308.5	309.9	321.3

Average Gross Daily Production	Year Ended	Three Months Ended			
	Dec 31, 2012	Dec 31, 2012	Sept 30, 2012	June 30, 2012	Mar 31, 2012
Canada - Western Canada					
Light Crude Oil and NGL (mbbls/day)	30.1	31.9	29.0	29.4	30.5
Medium Crude Oil (mbbls/day)	24.1	23.2	23.9	24.1	24.9
Heavy Crude Oil (mbbls/day)	76.9	76.0	77.1	78.1	76.2
Bitumen (mbbls/day)	35.9	46.7	37.8	29.6	29.6
Natural Gas (mmcf/day)	554.0	523.7	544.9	559.5	588.3
Canada - Atlantic Region					
Light Crude Oil (mbbls/day)	33.8	45.7	18.5	19.0	52.1
China					
Light Crude Oil and NGL (mbbls/day)	8.4	8.5	7.9	8.4	8.6
Total Gross Production (mboe/day)	301.5	319.3	285.0	281.9	319.9

Average Gross Daily Production	Year Ended	Three Months Ended			
	Dec 31, 2011	Dec 31, 2011	Sept 30, 2011	June 30, 2011	Mar 31, 2011
Canada - Western Canada					
Light Crude Oil and NGL (mbbls/day)	24.8	28.8	22.9	21.7	25.9
Medium Crude Oil (mbbls/day)	24.5	24.3	24.6	24.6	24.6
Heavy Crude Oil (mbbls/day)	74.5	75.8	75.1	73.6	73.4
Bitumen (mbbls/day)	24.7	27.4	23.6	23.6	24.2
Natural Gas (mmcf/day)	607.0	597.9	614.7	631.8	583.3
Canada - Atlantic Region					
Light Crude Oil (mbbls/day)	54.3	54.6	53.4	53.7	55.5
China					
Light Crude Oil and NGL (mbbls/day)	8.5	8.3	7.0	9.1	9.6
Total Gross Production (mboe/day)	312.5	318.9	309.1	311.6	310.4

Netback Analysis

The following tables show Husky's netback analysis by product and area:

Average Per Unit Amounts	Year Ended	Three Months Ended			
	Dec 31, 2013	Dec 31, 2013	Sept 30, 2013	June 30, 2013	Mar 31, 2013
Light Crude Oil and NGL (\$/bbl)					
Canada - Western Canada					
Price Received	\$82.73	\$78.42	\$91.80	\$80.54	\$80.33
Royalties	\$12.87	\$12.57	\$10.94	\$13.96	\$14.00
Production Costs	\$23.63	\$21.59	\$26.84	\$23.87	\$22.54
Netback	\$46.23	\$44.26	\$54.02	\$42.71	\$43.79
Canada - Atlantic Canada					
Price Received	\$114.60	\$117.87	\$117.84	\$106.28	\$116.93
Royalties	\$14.65	\$15.98	\$14.23	\$12.92	\$15.50
Production Costs	\$12.47	\$15.19	\$13.31	\$12.16	\$9.98
Transportation Costs ⁽¹⁾	\$2.62	\$2.80	\$3.16	\$2.54	\$2.08
Netback	\$84.86	\$83.90	\$87.14	\$78.66	\$89.37
Canada - Total					
Price Received ⁽¹⁾	\$100.22	\$99.50	\$105.26	\$94.86	\$101.40
Royalties	\$13.93	\$14.54	\$12.88	\$13.33	\$14.93
Production Costs	\$16.96	\$17.91	\$18.88	\$16.64	\$15.03
Netback	\$69.33	\$67.05	\$73.50	\$64.89	\$71.44
China					
Price Received	\$107.95	\$110.17	\$115.30	\$94.26	\$112.95
Royalties	\$26.23	\$26.19	\$27.98	\$21.46	\$29.52
Production Costs	\$11.39	\$13.63	\$12.72	\$10.28	\$9.97
Netback	\$70.33	\$70.35	\$74.60	\$62.52	\$73.46
Company Total					
Price Received ⁽¹⁾	\$100.87	\$100.49	\$106.13	\$94.80	\$102.43
Royalties	\$15.00	\$15.62	\$14.19	\$14.08	\$16.22
Production Costs	\$16.45	\$17.51	\$18.34	\$16.05	\$14.44
Netback	\$69.42	\$67.36	\$73.60	\$64.67	\$71.77
Medium Crude Oil (\$/bbl)					
Canada - Western Canada					
Price Received	\$76.31	\$67.86	\$93.67	\$73.62	\$61.74
Royalties	\$14.25	\$11.06	\$16.23	\$10.80	\$10.78
Production Costs	\$20.53	\$20.23	\$23.45	\$24.09	\$22.19
Netback	\$41.53	\$36.57	\$53.99	\$38.73	\$28.77
Heavy Crude Oil (\$/bbl)					
Canada - Western Canada					
Price Received	\$63.44	\$56.51	\$84.45	\$66.77	\$45.67
Royalties	\$8.20	\$7.69	\$10.93	\$8.06	\$6.03
Production Costs	\$20.63	\$20.16	\$21.82	\$20.73	\$20.15
Netback	\$34.61	\$28.66	\$51.70	\$37.98	\$19.49
Bitumen (\$/bbl)					
Canada - Western Canada					
Price Received	\$61.68	\$54.08	\$83.17	\$65.71	\$43.12
Royalties	\$5.37	\$6.63	\$6.64	\$4.94	\$3.25
Production Costs	\$12.39	\$12.80	\$11.83	\$13.61	\$11.61
Netback	\$43.92	\$34.65	\$64.70	\$47.16	\$28.26
Natural Gas (\$/mcf)					
Canada - Western Canada ⁽²⁾					
Price Received	\$3.19	\$3.30	\$2.66	\$3.72	\$3.08
Royalties	(\$0.01)	(\$0.08)	(\$0.09)	\$0.11	\$0.02
Production Costs	\$2.14	\$2.09	\$2.25	\$2.30	\$2.02
Netback	\$1.06	\$1.29	\$0.50	\$1.31	\$1.04

⁽¹⁾ Transportation costs are shown separately from price in Canada - Atlantic Region. This cost category is netted against price when calculating Canada Total and Company Total balances.

⁽²⁾ Includes sulphur sales and royalties.

Average Per Unit Amounts	Year Ended	Three Months Ended			
	Dec 31, 2012	Dec 31, 2012	Sept 30, 2012	June 30, 2012	Mar 31, 2012
Light Crude Oil and NGL (\$/bbl)					
Canada - Western Canada					
Price Received	\$76.85	\$72.31	\$71.98	\$78.62	\$84.64
Royalties	\$12.95	\$10.49	\$14.47	\$11.76	\$15.25
Production Costs	\$20.72	\$19.68	\$19.82	\$20.26	\$21.86
Netback	\$43.18	\$42.14	\$37.70	\$46.60	\$47.53
Canada - Atlantic Canada					
Price Received	\$115.78	\$108.88	\$112.78	\$110.97	\$124.74
Royalties	\$12.36	\$11.15	\$9.11	\$4.00	\$17.65
Production Costs	\$17.12	\$10.73	\$33.36	\$31.77	\$11.63
Transportation Costs ⁽¹⁾	\$2.14	\$1.95	\$3.34	\$4.21	\$1.12
Netback	\$84.16	\$85.05	\$66.97	\$70.99	\$94.35
Canada - Total					
Price Received ⁽¹⁾	\$96.29	\$92.73	\$86.55	\$89.66	\$109.24
Royalties	\$12.64	\$10.88	\$12.39	\$8.72	\$16.76
Production Costs	\$18.82	\$14.40	\$25.08	\$24.78	\$15.40
Netback	\$64.83	\$67.45	\$49.08	\$56.17	\$77.07
China					
Price Received	\$113.01	\$104.25	\$106.38	\$114.28	\$126.74
Royalties	\$26.88	\$22.97	\$24.31	\$29.42	\$30.73
Production Costs	\$10.08	\$12.01	\$9.10	\$11.32	\$7.83
Netback	\$76.04	\$69.28	\$72.97	\$73.54	\$88.17
Company Total					
Price Received ⁽¹⁾	\$98.22	\$93.88	\$89.38	\$93.30	\$110.89
Royalties	\$14.28	\$12.08	\$14.09	\$11.78	\$18.08
Production Costs	\$17.81	\$14.16	\$22.80	\$22.79	\$14.69
Netback	\$66.13	\$67.63	\$52.49	\$58.74	\$78.12
Medium Crude Oil (\$/bbl)					
Canada - Western Canada					
Price Received	\$71.51	\$67.55	\$69.59	\$69.92	\$78.63
Royalties	\$12.76	\$11.14	\$11.33	\$12.59	\$15.89
Production Costs	\$20.53	\$19.82	\$21.04	\$21.85	\$20.94
Netback	\$38.22	\$36.60	\$37.22	\$35.48	\$41.80
Heavy Crude Oil (\$/bbl)					
Canada - Western Canada					
Price Received	\$61.91	\$57.90	\$60.58	\$60.42	\$68.93
Royalties	\$6.04	\$7.85	\$7.75	\$5.77	\$2.75
Production Costs	\$17.56	\$18.36	\$18.70	\$16.26	\$16.98
Netback	\$38.31	\$31.70	\$34.13	\$38.40	\$49.20
Bitumen (\$/bbl)					
Canada - Western Canada					
Price Received	\$59.49	\$55.74	\$60.10	\$58.09	\$65.83
Royalties	\$3.80	\$2.69	\$2.14	\$5.92	\$5.60
Production Costs	\$13.36	\$12.74	\$13.21	\$13.17	\$14.81
Netback	\$42.32	\$40.31	\$44.75	\$39.00	\$45.43
Natural gas (\$/mcf)					
Canada - Western Canada ⁽²⁾					
Price Received	\$2.60	\$3.25	\$2.48	\$2.05	\$2.64
Royalties	(\$0.08)	\$0.08	(\$0.28)	(\$0.11)	(\$0.02)
Production Costs	\$1.91	\$2.17	\$1.92	\$1.75	\$1.81
Netback	\$0.77	\$1.01	\$0.83	\$0.41	\$0.86

⁽¹⁾ Transportation costs are shown separately from price in Canada - Atlantic Region. This cost category is netted against price when calculating Canada Total and Company Total balances.

⁽²⁾ Includes sulphur sales and royalties.

Producing and Non-Producing Wells ⁽¹⁾⁽²⁾⁽³⁾

Producing Wells

	Oil Wells		Natural Gas Wells		Total	
	Gross	Net	Gross	Net	Gross	Net
Canada						
Alberta	4,236	3,475	5,445	3,968	9,681	7,443
Saskatchewan	6,683	5,744	1,374	1,249	8,057	6,993
British Columbia	198	56	304	266	502	322
Newfoundland	21	6	—	—	21	6
	11,138	9,281	7,123	5,483	18,261	14,764
International						
China	29	11	—	—	29	11
Libya	3	1	—	—	3	1
	32	12	—	—	32	12
As at December 31, 2013	11,170	9,293	7,123	5,483	18,293	14,776
Canada						
Alberta	4,341	3,575	5,732	4,221	10,073	7,796
Saskatchewan	6,941	6,000	1,373	1,256	8,314	7,256
British Columbia	199	57	311	270	510	327
Newfoundland	30	12	—	—	30	12
	11,511	9,644	7,416	5,747	18,927	15,391
International						
China	32	13	—	—	32	13
Libya	—	—	—	—	—	—
	32	13	—	—	32	13
As at December 31, 2012	11,543	9,657	7,416	5,747	18,959	15,404
Canada						
Alberta	4,607	3,792	5,883	4,371	10,490	8,163
Saskatchewan	6,753	5,797	1,416	1,293	8,169	7,090
British Columbia	200	58	304	264	504	322
Newfoundland	28	11	—	—	28	11
	11,588	9,658	7,603	5,928	19,191	15,586
International						
China	33	13	—	—	33	13
Libya	—	—	—	—	—	—
	33	13	—	—	33	13
As at December 31, 2011	11,621	9,671	7,603	5,928	19,224	15,599

Non-Producing Wells

	2013					
	Oil Wells		Natural Gas Wells		Total	
	Gross	Net	Gross	Net	Gross	Net
Canada	5,886	5,252	1,878	1,551	7,764	6,803

⁽¹⁾ The number of gross wells is the total number of wells in which Husky owns a working interest. The number of net wells is the sum of the fractional interests owned in the gross wells. Productive wells are those producing or capable of producing at December 31, 2013.

⁽²⁾ The above table does not include producing wells in which Husky has no working interest but does have a royalty interest. At December 31, 2013, Husky had a royalty interest in 4,152 wells, of which 1,422 were oil producers and 2,730 were gas producers.

⁽³⁾ For purposes of the table, multiple completions are counted as a single well. Where one of the completions in a given well is an oil completion, the well is classified as an oil well. In 2013, there were 1,339 gross and 1,199 net oil wells and 670 gross and 524 net natural gas wells that were completed in two or more formations and from which production is not commingled.

Landholdings - Developed Acreage

(thousands of acres)

	Gross	Net
As at December 31, 2013		
Western Canada		
Alberta	4,554	2,917
Saskatchewan	818	648
British Columbia	187	146
Manitoba	3	—
	5,562	3,711
Atlantic Region	57	20
	5,619	3,731
China	17	7
Libya	7	2
Total	5,643	3,740
As at December 31, 2012		
Western Canada		
Alberta	4,590	2,912
Saskatchewan	871	700
British Columbia	187	147
Manitoba	2	—
	5,650	3,759
Atlantic Region	57	20
	5,707	3,779
China	17	7
Libya	7	2
Total	5,731	3,788
As at December 31, 2011		
Western Canada		
Alberta	4,594	2,908
Saskatchewan	878	699
British Columbia	187	147
Manitoba	19	2
	5,678	3,756
Atlantic Region	58	20
	5,736	3,776
China	17	7
Libya	7	2
Total	5,760	3,785

Landholdings - Undeveloped Acreage

(thousands of acres)

	Gross	Net
As at December 31, 2013		
Western Canada		
Alberta	4,694	3,422
Saskatchewan	1,567	1,403
British Columbia	826	634
Manitoba	3	1
	7,090	5,460
Northwest Territories and Arctic	483	466
Atlantic Region	5,500	3,269
	13,073	9,195
United States	110	74
China	56	27
Indonesia	1,559	937
Greenland	8,471	5,983
Taiwan	2,545	1,909
Total	25,814	18,125
As at December 31, 2012		
Western Canada		
Alberta	5,022	3,683
Saskatchewan	1,602	1,431
British Columbia	950	709
Manitoba	3	1
	7,577	5,824
Northwest Territories and Arctic	483	466
Atlantic Region	5,046	3,124
	13,106	9,414
United States	616	259
China	495	243
Indonesia	1,559	937
Greenland	8,471	5,983
Taiwan	2,545	1,909
Total	26,792	18,745
As at December 31, 2011		
Western Canada		
Alberta	5,353	3,930
Saskatchewan	1,654	1,481
British Columbia	1,037	774
Manitoba	3	1
	8,047	6,186
Northwest Territories and Arctic	1,156	633
Atlantic Region	5,548	3,339
	14,751	10,158
United States	1,076	398
China	990	484
Indonesia	1,628	1,213
Greenland	8,471	5,983
Total	26,916	18,236

Significant Factors or Uncertainties Relevant to Properties with No Attributed Reserves

The Company does not have any material work commitments associated with its undeveloped land.

Approximately 431,419 acres, or less than 3% of the Company's net undeveloped landholdings in Canada, will be subject to expiry in 2014.

Husky holds interests in a diverse portfolio of undeveloped petroleum assets in Western Canada, the Atlantic Region, offshore Greenland, China, Taiwan and Indonesia, the United States, the Canadian Northwest Territories and the Arctic. As part of its active portfolio management, Husky continually reviews the economic viability of its undeveloped properties using industry standard economic evaluation techniques and pricing and economic environment assumptions. Each year, as part of this active management process, some properties are selected for further development activities, while others are held in abeyance, sold, swapped or relinquished back to the mineral rights owner. There is no guarantee that commercial reserves will be discovered or developed on these properties.

Drilling Activity - Number of Wells Drilled

	Year Ended December 31,					
	2013		2012		2011	
	Gross	Net	Gross	Net	Gross	Net
Canada - Western Canada						
Exploration						
Oil	39	24	47	30	50	40
Gas	19	14	19	12	24	24
Dry	—	—	—	—	3	3
	58	38	66	42	77	67
Development						
Oil	768	709	775	715	880	765
Gas	68	41	23	17	57	42
Dry	1	—	5	4	4	4
	837	750	803	736	941	811
	895	788	869	778	1,018	878
Canada - Atlantic Region						
Development						
Oil	2	1.1	2	1.4	3	2.1
China						
Development						
Oil	3	1.2	—	—	1	0.4
Gas	—	—	—	—	4	2.0
	3	1.2	—	—	5	2.4

Service/Stratigraphic Test Wells

	2013		2012		2011	
	Gross	Net	Gross	Net	Gross	Net
Canada - Western Canada	130	106	116	95	211	189
Canada - Atlantic Region	8	3.9	2	1.7	2	0.9
China	—	—	—	—	1	6.8
Indonesia	2	0.9	5	2	—	—

Current Activities

Wells Drilling ⁽¹⁾	Exploratory		Development	
	Gross	Net	Gross	Net
Canada – Western Canada	5	5	33	32.1
Canada - Atlantic Region	—	—	1	0.7
China	—	—	—	—
Service/Stratigraphic Test Wells ⁽¹⁾			Gross	Net
Canada			4	4

⁽¹⁾ Denotes wells that were being drilled at February 18, 2014.

Costs Incurred

	Total	Western Canada	Atlantic Region	Total Canada	United States	China	Indonesia	Libya
<i>(\$ millions)</i>								
Property acquisition								
Unproven	1	1	—	1	—	—	—	—
Proven	37	37	—	37	—	—	—	—
Exploration	601	357	223	580	—	5	16	—
Development	3,722	2,655	402	3,057	—	665	—	—
2013	4,361	3,050	625	3,675	—	670	16	—

	Total	Western Canada	Atlantic Region	Total Canada	United States	China	Indonesia	Libya
<i>(\$ millions)</i>								
Property acquisition								
Unproven	15	15	—	15	—	—	—	—
Proven	6	6	—	6	—	—	—	—
Exploration	363	247	92	339	—	—	25	—
Development	4,908	3,527	547	4,074	—	833	1	—
2012	5,293	3,795	639	4,434	—	833	26	—

	Total	Western Canada	Atlantic Region	Total Canada	United States	China	Indonesia	Libya
<i>(\$ millions)</i>								
Property acquisition								
Unproven	82	82	—	82	—	—	—	—
Proven	792	792	—	792	—	—	—	—
Exploration	723	342	115	457	1	233	32	—
Development	2,935	2,131	258	2,389	—	546	—	—
2011	4,532	3,347	373	3,720	1	779	32	—

Oil and Gas Reserves Disclosures

Husky's oil and gas reserves are estimated in accordance with the standards contained in the Canadian Oil and Gas Evaluation Handbook ("COGEH"), and the reserves data disclosed conforms with the requirements of National Instrument 51-101 "Standards of Disclosure for Oil and Gas Activities" ("NI 51-101"). Sproule Unconventional Limited ("Sproule"), an independent firm of oil and gas reserves evaluation engineers, was engaged to conduct a full evaluation of Husky's crude oil, natural gas and natural gas products reserves for the Company's Heavy Oil and Gas business unit, excluding the Tucker property. The remainder of Husky's oil and gas reserves are prepared by internal reserves evaluation staff using a formalized process for determining, approving and booking reserves. This process requires all reserves evaluations to be done on a consistent basis using established definitions and guidelines. Approval of individually significant reserves changes requires review by an internal panel of qualified reserves evaluators. The Audit Committee of the Board of Directors has examined Husky's procedures for assembling and reporting reserves data and other information associated with oil and gas activities and has reviewed that information with management. The Board of Directors has approved, on the recommendation of the Audit Committee, the content of Husky's disclosure of its reserves data and other oil and gas information.

The following oil and gas reserves disclosure has been prepared in accordance with NI 51-101 effective December 31, 2013. Husky received approval from the Canadian Securities Administrators ("CSA") to also disclose its reserves using the rules of the the United States Financial Accounting Standards Board ("FASB") and the SEC (the "U.S. Rules") as supplementary disclosure to the reserves and oil and gas activities disclosure required by NI 51-101. The reserves information prepared in accordance with the U.S. Rules is included in the Company's Form 40-F, which is available at www.sec.gov or on the Company's website at www.huskyenergy.com. The material differences between reserves quantities disclosed under NI 51-101 and those disclosed under the U.S. Rules is that NI 51-101 requires the determination of reserves quantities to be based on forecast pricing assumptions whereas the U.S. Rules require the determination of reserves quantities to be based on constant price assumptions calculated using a 12 month average price for the year (sum of the benchmark price on the first calendar day of each month in the year divided by 12).

Note that the numbers in each column of the tables throughout this section may not add due to rounding.

Independent Audit or Evaluation of Oil and Gas Reserves

McDaniel & Associates Consultants Ltd., an independent firm of qualified oil and gas reserves evaluation engineers, was engaged to conduct an audit of Husky's internally evaluated crude oil, natural gas, NGL and the Tucker property reserves estimates, other than for the Company's Heavy Oil and Gas business unit. McDaniel & Associates Consultants Ltd. issued an audit opinion stating that Husky's internally generated proved and probable reserves and net present values based on forecast and constant price assumptions are, in aggregate, reasonable, and have been prepared in accordance with generally accepted oil and gas engineering and evaluation practices as set out in the COGEH.

Sproule Unconventional Limited, an independent firm of oil and gas reserves evaluation engineers, was engaged to conduct a full evaluation of Husky's crude oil, natural gas and natural gas products reserves for the Company's Heavy Oil and Gas business unit, excluding the Tucker property.

Disclosure of Oil and Gas Information

Unless otherwise noted in this document, all provided reserves estimates have an effective date of December 31, 2013 and are Husky's total reserves including those prepared by internal reserves revaluation staff and those evaluated by Sproule for the Company's Heavy Oil and Gas business unit, excluding the Tucker property. Gross reserves or gross production are reserves or production attributable to Husky's interest prior to deduction of royalties; net reserves or net production are reserves or production net of such royalties. Gross or net production reported refers to sales volume, unless otherwise indicated. Unless otherwise noted, production and reserves figures are stated on a gross basis. Unless otherwise indicated, oil and gas commodity prices are quoted after the effect of hedging gains and losses. Unless otherwise indicated, all financial information is in accordance with IFRS as issued by the International Accounting Standards Board.

The estimates of reserves and future net revenue for individual properties may not reflect the same confidence level as estimates of reserves and future net revenue for all properties, due to the effects of aggregation.

Disclosure of Exemption Under National Instrument 51-101

Husky sought and was granted by the CSA an exemption from the requirement under NI 51-101 to involve independent qualified oil and gas reserves evaluators or auditors. Notwithstanding this exemption, the Company involves independent qualified reserves auditors as part of Husky's corporate governance practices. Their involvement helps assure that the Company's internal oil and gas reserves estimates are materially correct. In addition, Husky engaged Sproule Unconventional Limited to evaluate Husky's reserves for its Heavy Oil and Gas business unit, excluding the Tucker property.

In Husky's view, the reliability of Husky's internally generated oil and gas reserves data is not materially less than would be afforded by Husky involving independent qualified reserves evaluators to evaluate and review the reserves data. The primary factors supporting the involvement of independent qualified reserves evaluators apply when (i) their knowledge of, and experience with, a reporting issuer's reserves data are superior to that of the internal reserves evaluators and (ii) the work of the independent qualified reserves evaluators is significantly less likely to be adversely influenced by self-interest or management of the reporting issuer than the work of internal reserves evaluation staff. In Husky's view, neither of these factors applies in Husky's circumstances.

Summary of Oil and Natural Gas Reserves
As at December 31, 2013
Forecast Prices and Costs

Canada

	Light Crude Oil (mmbbls)		Medium Crude Oil (mmbbls)		Heavy Crude Oil (mmbbls)		Bitumen (mmbbls)	
	Gross	Net	Gross	Net	Gross	Net	Gross	Net
Proved								
Developed Producing	133.4	107.0	81.8	72.3	80.7	72.8	57.4	53.3
Developed Non-producing	4.9	4.3	3.2	2.8	10.8	10.1	8.5	8.2
Undeveloped	23.6	19.2	5.7	4.9	21.9	19.8	293.2	250.0
Total Proved	162.0	130.5	90.7	80.0	113.5	102.7	359.1	311.5
Probable	80.7	58.4	20.9	17.5	62.5	55.6	1,511.4	1,206.1
Total Proved Plus Probable	242.6	189.0	111.6	97.5	176.0	158.3	1,870.4	1,517.6

	Coal Bed Methane (bcf)		Natural Gas (bcf)		NGL (mmbbls)		Total (mmboe)	
	Gross	Net	Gross	Net	Gross	Net	Gross	Net
Proved								
Developed Producing	24.3	22.8	1,580.1	1,374.2	66.6	50.6	687.4	588.8
Developed Non-producing	—	—	98.0	89.0	1.6	1.2	45.4	41.4
Undeveloped	—	—	472.4	463.7	10.2	8.6	433.3	379.7
Total Proved	24.3	22.8	2,150.6	1,926.8	78.4	60.4	1,166.2	1,010.0
Probable	2.2	2.1	491.8	453.5	26.7	20.7	1,784.5	1,434.3
Total Proved Plus Probable	26.6	25.0	2,642.4	2,380.3	105.2	81.1	2,950.7	2,444.3

China

	Light Crude Oil (mmbbls)		Medium Crude Oil (mmbbls)		Heavy Crude Oil (mmbbls)		Bitumen (mmbbls)	
	Gross	Net	Gross	Net	Gross	Net	Gross	Net
Proved								
Developed Producing	7.1	5.5	—	—	—	—	—	—
Developed Non-producing	—	—	—	—	—	—	—	—
Undeveloped	—	—	—	—	—	—	—	—
Total Proved	7.1	5.5	—	—	—	—	—	—
Probable	1.0	0.7	—	—	—	—	—	—
Total Proved Plus Probable	8.0	6.2	—	—	—	—	—	—

	Coal Bed Methane (bcf)		Natural Gas (bcf)		NGL (mmbbls)		Total (mmboe)	
	Gross	Net	Gross	Net	Gross	Net	Gross	Net
Proved								
Developed Producing	—	—	—	—	0.2	0.1	7.2	5.6
Developed Non-producing	—	—	266.9	274.0	7.7	7.9	52.2	53.6
Undeveloped	—	—	17.8	20.5	1.0	1.3	4.0	4.7
Total Proved	—	—	284.7	294.5	8.9	9.3	63.4	63.9
Probable	—	—	254.7	240.3	7.1	6.6	50.5	47.4
Total Proved Plus Probable	—	—	539.4	534.8	16.0	16.0	113.9	111.3

Indonesia ⁽¹⁾

	Light Crude Oil (mmbbls)		Medium Crude Oil (mmbbls)		Heavy Crude Oil (mmbbls)		Bitumen (mmbbls)	
	Gross	Net	Gross	Net	Gross	Net	Gross	Net
Proved								
Developed Producing	—	—	—	—	—	—	—	—
Developed Non-producing	—	—	—	—	—	—	—	—
Undeveloped	—	—	—	—	—	—	—	—
Total Proved	—	—	—	—	—	—	—	—
Probable	—	—	—	—	—	—	—	—
Total Proved Plus Probable	—	—	—	—	—	—	—	—

	Coal Bed Methane (bcf)		Natural Gas (bcf)		NGL (mmbbls)		Total (mmboe)	
	Gross	Net	Gross	Net	Gross	Net	Gross	Net
Proved								
Developed Producing	—	—	—	—	—	—	—	—
Developed Non-producing	—	—	—	—	—	—	—	—
Undeveloped	—	—	167.2	108.8	7.2	3.6	35.0	21.7
Total Proved	—	—	167.2	108.8	7.2	3.6	35.0	21.7
Probable	—	—	152.0	104.1	1.7	0.6	27.0	17.9
Total Proved Plus Probable	—	—	319.2	212.9	8.8	4.1	62.1	39.6

⁽¹⁾ Husky's beneficial interest in the Madura Strait block is held by way of a 40% interest in Husky - CNOOC Madura Limited (HCML"), an entity that is party to a PSC with the Government of Indonesia. Husky has entered into a unanimous shareholder agreement dated April 8, 2008 with the other shareholders of HCML that provides for joint control of HCML. International Financial Reporting Standard 11, "Joint Arrangements" ("IFRS 11"), requires Husky to follow the equity method of accounting for its investment in the Madura Strait block. IFRS 11 focuses on the legal form of the corporate structure in which Husky's Madura assets are held. Husky holds its interest in the Madura Strait block through HCML and accordingly is required to use the equity method to account for this interest. As a consequence, Husky sought and was granted by the Canadian Securities Administrators an exemption from the provisions in NI 51-101 which would have otherwise required Husky to exclude the reserves allocated to the Madura Strait block from the total disclosed reserves and future net revenue of Husky and to only disclose those reserves separately because the Madura Strait block is accounted for by the equity method of accounting.

Libya

	Light Crude Oil (mmbbls)		Medium Crude Oil (mmbbls)		Heavy Crude Oil (mmbbls)		Bitumen (mmbbls)	
	Gross	Net	Gross	Net	Gross	Net	Gross	Net
Proved								
Developed Producing	0.1	0.1	—	—	—	—	—	—
Developed Non-producing	—	—	—	—	—	—	—	—
Undeveloped	—	—	—	—	—	—	—	—
Total Proved	0.1	0.1	—	—	—	—	—	—
Probable	—	—	—	—	—	—	—	—
Total Proved Plus Probable	0.1	0.1	—	—	—	—	—	—

	Coal Bed Methane (bcf)		Natural Gas (bcf)		NGL (mmbbls)		Total (mmboe)	
	Gross	Net	Gross	Net	Gross	Net	Gross	Net
Proved								
Developed Producing	—	—	—	—	—	—	0.1	0.1
Developed Non-producing	—	—	—	—	—	—	—	—
Undeveloped	—	—	—	—	—	—	—	—
Total Proved	—	—	—	—	—	—	0.1	0.1
Probable	—	—	—	—	—	—	—	—
Total Proved Plus Probable	—	—	—	—	—	—	0.1	0.1

Total

	Light Crude Oil (mmbbls)		Medium Crude Oil (mmbbls)		Heavy Crude Oil (mmbbls)		Bitumen (mmbbls)	
	Gross	Net	Gross	Net	Gross	Net	Gross	Net
Proved								
Developed Producing	140.6	112.6	81.8	72.3	80.7	72.8	57.4	53.3
Developed Non-producing	4.9	4.3	3.2	2.8	10.8	10.1	8.5	8.2
Undeveloped	23.6	19.2	5.7	4.9	21.9	19.8	293.2	250.0
Total Proved	169.1	136.1	90.7	80.0	113.5	102.7	359.1	311.5
Probable	81.6	59.2	20.9	17.5	62.5	55.6	1,511.4	1,206.1
Total Proved Plus Probable	250.8	195.2	111.6	97.5	176.0	158.3	1,870.4	1,517.6

	Coal Bed Methane (bcf)		Natural Gas (bcf)		NGL (mmbbls)		Total (mmboe)	
	Gross	Net	Gross	Net	Gross	Net	Gross	Net
Proved								
Developed Producing	24.3	22.8	1,580.1	1,374.2	66.8	50.7	694.7	594.5
Developed Non-producing	—	—	365.0	363.0	9.3	9.2	97.6	95.0
Undeveloped	—	—	657.4	593.0	18.4	13.4	472.4	406.1
Total Proved	24.3	22.8	2,602.5	2,330.1	94.5	73.3	1,264.7	1,095.6
Probable	2.2	2.1	898.6	797.9	35.5	27.9	1,862.0	1,499.7
Total Proved Plus Probable	26.6	25.0	3,501.1	3,128.0	130.0	101.2	3,126.7	2,595.3

**Summary of Net Present Values of Future Net Revenue - Before Income Taxes and Discounted
As at December 31, 2013
Forecast Prices and Costs**

Canada

(\$ millions)	Before Income Taxes and Discounted at (%/year)			
	5%	10%	15%	20%
Proved				
Developed Producing	11,403	9,960	8,845	7,978
Developed Non-producing	1,123	930	803	712
Undeveloped	6,451	4,101	2,739	1,872
Total Proved	18,978	14,991	12,387	10,562
Probable	23,088	12,007	7,496	5,182
Total Proved Plus Probable	42,065	26,999	19,883	15,744

China

(\$ millions)	Before Income Taxes and Discounted at (%/year)			
	5%	10%	15%	20%
Proved				
Developed Producing	244	267	271	265
Developed Non-producing	3,061	2,817	2,604	2,418
Undeveloped	288	264	243	226
Total Proved	3,593	3,348	3,118	2,909
Probable	2,520	1,874	1,434	1,125
Total Proved Plus Probable	6,113	5,222	4,552	4,034

Indonesia

(\$ millions)	Before Income Taxes and Discounted at (%/year)			
	5%	10%	15%	20%
Proved				
Developed Producing	—	—	—	—
Developed Non-producing	—	—	—	—
Undeveloped	262	169	108	67
Total Proved	262	169	108	67
Probable	159	78	30	—
Total Proved Plus Probable	421	247	137	66

Libya

(\$ millions)	Before Income Taxes and Discounted at (%/year)			
	5%	10%	15%	20%
Proved				
Developed Producing	4	4	4	4
Developed Non-producing	—	—	—	—
Undeveloped	—	—	—	—
Total Proved	4	4	4	4
Probable	—	—	—	—
Total Proved Plus Probable	5	5	4	4

Total

<i>(\$ millions)</i>	Before Income Taxes and Discounted at (%/year)			
	5%	10%	15%	20%
Proved				
Developed Producing	11,652	10,232	9,119	8,248
Developed Non-producing	4,184	3,747	3,407	3,129
Undeveloped	7,001	4,534	3,090	2,164
Total Proved	22,837	18,512	15,617	13,541
Probable	25,767	13,960	8,960	6,307
Total Proved Plus Probable	48,604	32,472	24,577	19,848

**Summary of Net Present Values of Future Net Revenue - After Income Taxes and Discounted
As at December 31, 2013
Forecast Prices and Costs**

Canada

(\$ millions)	After Income Taxes and Discounted at (%/year)			
	5%	10%	15%	20%
Proved				
Developed Producing	8,375	7,299	6,471	5,829
Developed Non-producing	824	678	583	514
Undeveloped	4,777	2,942	1,877	1,199
Total Proved	13,975	10,919	8,930	7,542
Probable	16,730	8,441	5,096	3,399
Total Proved Plus Probable	30,706	19,360	14,026	10,941

China

(\$ millions)	After Income Taxes and Discounted at (%/year)			
	5%	10%	15%	20%
Proved				
Developed Producing	127	148	154	153
Developed Non-producing	2,665	2,457	2,273	2,112
Undeveloped	244	224	206	192
Total Proved	3,037	2,828	2,633	2,456
Probable	2,111	1,562	1,188	926
Total Proved Plus Probable	5,148	4,390	3,821	3,382

Indonesia

(\$ millions)	After Income Taxes and Discounted at (%/year)			
	5%	10%	15%	20%
Proved				
Developed Producing	—	—	—	—
Developed Non-producing	—	—	—	—
Undeveloped	185	118	73	42
Total Proved	185	118	73	42
Probable	106	45	8	(16)
Total Proved Plus Probable	292	163	80	26

Libya

(\$ millions)	After Income Taxes and Discounted at (%/year)			
	5%	10%	15%	20%
Proved				
Developed Producing	4	4	4	4
Developed Non-producing	—	—	—	—
Undeveloped	—	—	—	—
Total Proved	4	4	4	4
Probable	—	—	—	—
Total Proved Plus Probable	5	5	4	4

Total

(\$ millions)	After Income Taxes and Discounted at (%/year)			
	5%	10%	15%	20%
Proved				
Developed Producing	8,507	7,452	6,629	5,985
Developed Non-producing	3,489	3,135	2,856	2,626
Undeveloped	5,206	3,283	2,156	1,433
Total Proved	17,202	13,870	11,640	10,044
Probable	18,948	10,048	6,292	4,310
Total Proved Plus Probable	36,150	23,917	17,932	14,354

Total Future Net Revenue for Total Proved Plus Probable Reserves - Undiscounted
As at December 31, 2013
Forecast Prices and Costs

(\$ millions)	Revenue	Royalties	Operating Costs	Development Costs ⁽¹⁾	Abandonment and Reclamation Costs ⁽¹⁾	Future Net Revenue Before Income Taxes	Income Taxes	Future Net Revenue After Income Taxes
Canada								
Proved								
Developed Producing	43,896	6,982	16,068	960	6,975	12,910	3,408	9,502
Developed Non-producing	2,813	354	830	156	—	1,473	386	1,088
Undeveloped	28,735	4,353	7,454	5,876	—	11,052	2,688	8,364
Total Proved	75,444	11,690	24,352	6,992	6,975	25,435	6,481	18,954
Probable	153,728	32,829	38,922	20,824	—	61,153	15,705	45,448
Total Proved Plus Probable	229,171	44,519	63,274	27,816	6,975	86,588	22,187	64,402
China								
Proved								
Developed Producing	708	—	118	122	289	179	104	75
Developed Non-producing	4,286	—	790	159	—	3,337	439	2,899
Undeveloped	357	—	29	11	—	317	48	269
Total Proved	5,352	—	936	293	289	3,834	591	3,243
Probable	3,811	—	304	9	—	3,499	553	2,946
Total Proved Plus Probable	9,163	—	1,240	302	289	7,332	1,144	6,189
Indonesia								
Proved								
Developed Producing	—	—	—	—	—	—	—	—
Developed Non-producing	—	—	—	—	—	—	—	—
Undeveloped	1,021	—	476	134	—	411	121	290
Total Proved	1,021	—	476	134	—	411	121	290
Probable	858	—	409	147	—	302	90	213
Total Proved Plus Probable	1,880	—	885	281	—	713	210	503
Libya								
Proved								
Developed Producing	8	—	2	1	—	5	—	5
Developed Non-producing	—	—	—	—	—	—	—	—
Undeveloped	—	—	—	—	—	—	—	—
Total Proved	8	—	2	1	—	5	—	5
Probable	1	—	—	—	—	—	—	—
Total Proved Plus Probable	8	—	2	1	—	5	—	5
Total								
Proved								
Developed Producing	44,612	6,982	16,188	1,083	7,264	13,094	3,512	9,582
Developed Non-producing	7,100	354	1,619	315	—	4,811	825	3,986
Undeveloped	30,113	4,353	7,959	6,021	—	11,780	2,856	8,924
Total Proved	81,825	11,690	25,766	7,420	7,264	29,685	7,193	22,492
Probable	158,398	32,829	39,635	20,980	—	64,954	16,348	48,606
Total Proved Plus Probable	240,223	44,519	65,401	28,400	7,264	94,639	23,540	71,099

⁽¹⁾ Abandonment and reclamation costs for undeveloped properties are included in development costs.

Future Net Revenue by Production Group
As at December 31, 2013
Forecast Prices and Costs

Future Net Revenue Before Income Taxes (discounted at 10%/year)										
Canada China Indonesia Libya Total										
<i>(\$ millions) (\$/boe) (\$ millions) (\$/boe) (\$ millions) (\$/boe) (\$ millions) (\$/boe) (\$ millions) (\$/boe)</i>										
Proved										
Developed Producing										
Light Crude Oil & NGL	3,936	30	267	48	—	—	4	62	4,207	30
Medium Crude Oil	1,867	26	—	—	—	—	—	—	1,867	26
Heavy Crude Oil	1,461	20	—	—	—	—	—	—	1,461	20
Natural Gas	1,474	6	—	—	—	—	—	—	1,474	6
Coal Bed Methane	24	6	—	—	—	—	—	—	24	6
Bitumen	1,198	22	—	—	—	—	—	—	1,198	22
Developed Non-producing										
Light Crude Oil & NGL	135	31	—	—	—	—	—	—	135	11
Medium Crude Oil	83	30	—	—	—	—	—	—	83	30
Heavy Crude Oil	272	27	—	—	—	—	—	—	272	27
Natural Gas	148	9	2,817	54	—	—	—	—	2,965	43
Coal Bed Methane	—	—	—	—	—	—	—	—	—	—
Bitumen	292	36	—	—	—	—	—	—	292	36
Undeveloped										
Light Crude Oil & NGL	389	20	—	—	—	—	—	—	389	19
Medium Crude Oil	94	19	—	—	—	—	—	—	94	19
Heavy Crude Oil	359	18	—	—	—	—	—	—	359	18
Natural Gas	324	4	264	66	169	8	—	—	757	7
Coal Bed Methane	—	—	—	—	—	—	—	—	—	—
Bitumen	2,936	12	—	—	—	—	—	—	2,936	12
Total Proved										
Light Crude Oil & NGL	4,460	29	267	18	—	—	4	62	4,731	28
Medium Crude Oil	2,043	26	—	—	—	—	—	—	2,043	26
Heavy Crude Oil	2,092	20	—	—	—	—	—	—	2,092	20
Natural Gas	1,946	5	3,081	55	169	8	—	—	5,196	14
Coal Bed Methane	24	6	—	—	—	—	—	—	24	6
Bitumen	4,425	14	—	—	—	—	—	—	4,425	14
Probable										
Light Crude Oil & NGL	2,731	40	67	9	—	—	—	—	2,798	37
Medium Crude Oil	405	23	—	—	—	—	—	—	405	23
Heavy Crude Oil	1,209	22	—	—	—	—	—	—	1,209	22
Natural Gas	596	7	1,807	43	78	4	—	—	2,482	17
Coal Bed Methane	2	6	—	—	—	—	—	—	2	6
Bitumen	7,065	6	—	—	—	—	—	—	7,065	6
Total Proved Plus Probable										
Light Crude Oil & NGL	7,191	32	334	15	—	—	4	57	7,529	31
Medium Crude Oil	2,448	25	—	—	—	—	—	—	2,448	25
Heavy Crude Oil	3,300	21	—	—	—	—	—	—	3,300	21
Natural Gas	2,542	6	4,888	50	247	6	—	—	7,677	15
Coal Bed Methane	26	6	—	—	—	—	—	—	26	6
Bitumen	11,490	8	—	—	—	—	—	—	11,490	8

Pricing Assumptions

The pricing assumptions disclosed in the table below were derived using the industry averages prescribed by McDaniel & Associates Consultants Ltd, Sproule Associates Limited, and GLJ Petroleum Consultants Ltd.

	Crude Oil		Natural Gas		Inflation rates ⁽¹⁾	Exchange rates ⁽²⁾
	WTI (USD \$/bbl)	Brent (USD \$/bbl)	NYMEX (USD \$/mmbtu)	NIT (Cdn \$/GJ)		
Historical						
2009	61.80	61.54	3.99	3.92	—	0.880
2010	79.46	79.42	4.39	3.91	—	0.971
2011	95.12	111.27	4.04	3.48	—	1.011
2012	94.21	111.54	2.79	2.28	—	1.001
2013	97.97	107.91	3.65	3.00	—	0.971
Forecast						
2014	95.72	106.85	4.22	4.01	1.833	0.947
2015	93.62	104.24	4.35	4.17	1.833	0.947
2016	92.25	100.87	4.50	4.35	1.833	0.947
2017	96.01	102.11	4.92	4.81	1.833	0.947
2018	96.59	102.74	5.07	4.99	1.833	0.947

⁽¹⁾ Inflation rates for forecasting prices and costs.

⁽²⁾ Exchange rate used to generate the benchmark reference prices.

Reconciliation of Gross Proved Reserves

	Light Crude Oil & NGL (mmbbls)	Medium Crude Oil (mmbbls)	Heavy Crude Oil (mmbbls)	Natural Gas (bcf)	Bitumen (mmbbls)	Total (mmboe)
Canada - Western Canada						
End of 2012	172.7	95.4	105.4	2,072.6	310.9	1,029.9
Revisions - Technical	(10.6)	(3.2)	7.1	79.8	24.2	30.8
Revisions - Economic	0.1	0.2	0.3	(20.5)	—	(2.9)
Purchases	—	—	0.1	1.0	1.2	1.4
Sales	(0.1)	—	—	(2.8)	—	(0.6)
Discoveries	2.7	—	—	15.5	—	5.3
Extensions	11.5	6.7	22.0	216.5	39.5	115.8
Improved Recovery	0.5	—	5.8	—	0.8	7.1
Production	(10.8)	(8.5)	(27.2)	(187.2)	(17.4)	(95.1)
End of 2013	166.0	90.7	113.5	2,174.9	359.1	1,091.7
Canada - Atlantic Region						
End of 2012	68.1	—	—	—	—	68.1
Revisions - Technical	13.1	—	—	—	—	13.1
Revisions - Economic	—	—	—	—	—	—
Purchases	—	—	—	—	—	—
Sales	—	—	—	—	—	—
Discoveries	—	—	—	—	—	—
Extensions	9.4	—	—	—	—	9.4
Improved Recovery	—	—	—	—	—	—
Production	(16.1)	—	—	—	—	(16.1)
End of 2013	74.5	—	—	—	—	74.5
China						
End of 2012	14.5	—	—	267.1	—	59.0
Revisions - Technical	3.1	—	—	(0.1)	—	3.0
Revisions - Economic	—	—	—	—	—	—
Purchases	—	—	—	—	—	—
Sales	—	—	—	—	—	—
Discoveries	1.0	—	—	17.8	—	4.0
Extensions	—	—	—	—	—	—
Improved Recovery	—	—	—	—	—	—
Production	(2.7)	—	—	—	—	(2.7)
End of 2013	16.0	—	—	284.7	—	63.4
Indonesia						
End of 2012	7.2	—	—	167.2	—	35.0
Revisions - Technical	—	—	—	—	—	—
Revisions - Economic	—	—	—	—	—	—
Purchases	—	—	—	—	—	—
Sales	—	—	—	—	—	—
Discoveries	—	—	—	—	—	—
Extensions	—	—	—	—	—	—
Improved Recovery	—	—	—	—	—	—
Production	—	—	—	—	—	—
End of 2013	7.2	—	—	167.2	—	35.0

	Light Crude Oil & NGL (mmbbls)	Medium Crude Oil (mmbbls)	Heavy Crude Oil (mmbbls)	Natural Gas (bcf)	Bitumen (mmbbls)	Total Company (mmboe)
Total						
End of 2012	262.5	95.4	105.4	2,506.8	310.9	1,192.0
Revisions - Technical	5.6	(3.2)	7.1	79.7	24.2	47.0
Revisions - Economic	0.1	0.2	0.3	(20.5)	—	(2.9)
Purchases	—	—	0.1	1.0	1.2	1.4
Sales	(0.1)	—	—	(2.8)	—	(0.6)
Discoveries	3.7	—	—	33.3	—	9.3
Extensions	20.9	6.7	22.0	216.5	39.5	125.2
Improved Recovery	0.5	—	5.8	—	0.8	7.1
Production	(29.6)	(8.5)	(27.2)	(187.2)	(17.4)	(113.9)
End of 2013	263.6	90.7	113.5	2,626.8	359.2	1,264.7

Major additions to proved reserves in 2013 include:

- the extension through additional drilling locations at Sunrise in the Oil Sands that resulted in the booking of an additional 39 mmbbls of bitumen in proved undeveloped reserves;
- the project sanction at the South White Rose Extension in the Atlantic Region that resulted in the booking of an additional 7 mmbbls of light oil in proved undeveloped reserves; and
- the extension through additional drilling locations at the Ansell liquids-rich natural gas resource play in the Alberta Deep Basin that resulted in the booking of an additional 32 mmboe of natural gas and NGL in proved undeveloped reserves.

Reconciliation of Gross Probable Reserves

	Light Crude Oil & NGL (mmbbls)	Medium Crude Oil (mmbbls)	Heavy Crude Oil (mmbbls)	Natural Gas (bcf)	Bitumen (mmbbls)	Total (mmbboe)
Canada - Western Canada						
End of 2012	55.8	21.9	35.1	474.4	1,413.8	1,605.6
Revisions - Technical	(11.4)	(4.5)	8.0	(73.9)	14.9	(5.4)
Revisions - Economic	—	0.1	—	(5.5)	(4.1)	(5.0)
Revisions - Transfer to Proved	(1.0)	(0.5)	(4.5)	(2.9)	(48.0)	(54.5)
Purchases	—	—	—	0.2	2.3	2.4
Sales	(0.1)	—	—	(2.6)	—	(0.5)
Discoveries	1.0	—	—	6.0	—	2.0
Extensions	9.7	3.9	19.2	96.9	24.6	73.6
Improved Recovery	3.3	—	4.7	1.5	107.8	116.1
Production	—	—	—	—	—	—
End of 2013	57.2	20.9	62.5	494.1	1,511.4	1,734.4
Canada - Atlantic Region						
End of 2012	61.7	—	—	—	—	61.7
Revisions - Technical	6.4	—	—	—	—	6.4
Revisions - Economic	—	—	—	—	—	—
Revisions - Transfer to Proved	(17.9)	—	—	—	—	(17.9)
Purchases	—	—	—	—	—	—
Sales	—	—	—	—	—	—
Discoveries	—	—	—	—	—	—
Extensions	—	—	—	—	—	—
Improved Recovery	—	—	—	—	—	—
Production	—	—	—	—	—	—
End of 2013	50.2	—	—	—	—	50.2
China						
End of 2012	6.9	—	—	244.5	—	47.7
Revisions - Technical	0.5	—	—	(0.1)	—	0.5
Revisions - Economic	—	—	—	—	—	—
Revisions - Transfer to Proved	—	—	—	—	—	—
Purchases	—	—	—	—	—	—
Sales	—	—	—	—	—	—
Discoveries	0.6	—	—	10.3	—	2.3
Extensions	—	—	—	—	—	—
Improved Recovery	—	—	—	—	—	—
Production	—	—	—	—	—	—
End of 2013	8.0	—	—	254.7	—	50.5
Indonesia						
End of 2012	1.7	—	—	39.4	—	8.2
Revisions - Technical	—	—	—	—	—	—
Revisions - Economic	—	—	—	—	—	—
Revisions - Transfer to Proved	—	—	—	—	—	—
Purchases	—	—	—	—	—	—
Sales	—	—	—	—	—	—
Discoveries	—	—	—	112.6	—	18.8
Extension	—	—	—	—	—	—
Improved Recovery	—	—	—	—	—	—
Production	—	—	—	—	—	—
End of 2013	1.7	—	—	152.0	—	27.0

	Light Crude Oil & NGL (mmbbls)	Medium Crude Oil (mmbbls)	Heavy Crude Oil (mmbbls)	Natural Gas (bcf)	Bitumen (mmbbls)	Total (mmboe)
Libya						
End of 2012	0.1	—	—	—	—	0.1
Revisions - Technical	—	—	—	—	—	—
Revisions - Economic	—	—	—	—	—	—
Revisions - Transfer to Proved	(0.1)	—	—	—	—	(0.1)
Purchases	—	—	—	—	—	—
Sales	—	—	—	—	—	—
Discoveries	—	—	—	—	—	—
Extension	—	—	—	—	—	—
Improved Recovery	—	—	—	—	—	—
Production	—	—	—	—	—	—
End of 2013	—	—	—	—	—	—

	Light Crude Oil & NGL (mmbbls)	Medium Crude Oil (mmbbls)	Heavy Crude Oil (mmbbls)	Natural Gas (bcf)	Bitumen (mmbbls)	Total Company (mmboe)
Total						
End of 2012	126.1	21.9	35.1	758.3	1,413.8	1,723.3
Revisions - Technical	(4.5)	(4.5)	8.0	(74.0)	14.9	1.5
Revisions - Economic	—	0.1	—	(5.5)	(4.1)	(5.0)
Revisions - Transfer to Proved	(19.0)	(0.5)	(4.5)	(2.9)	(48.0)	(72.5)
Purchases	—	—	—	0.2	2.3	2.4
Sales	(0.1)	—	—	(2.6)	—	(0.5)
Discoveries	1.6	—	—	129.0	—	23.1
Extension	9.7	3.9	19.2	96.9	24.6	73.6
Improved Recovery	3.3	—	4.7	1.5	107.8	116.0
Production	—	—	—	—	—	—
End of 2013	117.1	20.9	62.5	900.8	1,511.4	1,862.0

Major changes to probable reserves in 2013 include:

- the approval of the development plan for the Madura MDA and MBH fields that resulted in an addition of 19 mmboe of natural gas in probable undeveloped reserves;
- improved recovery and new heavy oil thermal projects that resulted in the booking of an additional 127 mmbbls in probable reserves; and
- the extension through additional drilling locations mainly in the S. Kaybob Duverney liquids-rich natural gas resource play in the Alberta Deep Basin that resulted in the booking of an additional 11 mmboe of natural gas and NGL in probable undeveloped reserves.

Reconciliation of Gross Proved Plus Probable Reserves

	Light Crude Oil & NGL (mmbbls)	Medium Crude Oil (mmbbls)	Heavy Crude Oil (mmbbls)	Natural Gas (bcf)	Bitumen (mmbbls)	Total (mmboe)
Canada - Western Canada						
End of 2012	228.5	117.4	140.5	2,546.9	1,724.7	2,635.5
Revisions - Technical	(22.0)	(7.6)	15.0	5.9	39.1	25.4
Revisions - Economic	0.1	0.2	0.3	(26.0)	(4.1)	(7.8)
Revisions - Transfer to Proved	(1.0)	(0.5)	(4.5)	(2.9)	(48.0)	(54.5)
Purchases	—	—	0.1	1.2	3.5	3.8
Sales	(0.2)	—	—	(5.4)	—	(1.1)
Discoveries	3.7	—	—	21.5	—	7.3
Extensions	21.2	10.6	41.2	313.3	64.1	189.4
Improved Recovery	3.8	—	10.5	1.5	108.6	123.1
Production	(10.8)	(8.5)	(27.2)	(187.2)	(17.4)	(95.1)
End of 2013	223.2	111.6	176.0	2,669.0	1,870.4	2,826.1
Canada - Atlantic Region						
End of 2012	129.7	—	—	—	—	129.7
Revisions - Technical	19.5	—	—	—	—	19.5
Revisions - Economic	—	—	—	—	—	—
Revisions - Transfer to Proved	(17.9)	—	—	—	—	(17.9)
Purchases	—	—	—	—	—	—
Sales	—	—	—	—	—	—
Discoveries	—	—	—	—	—	—
Extensions	9.4	—	—	—	—	9.4
Improved Recovery	—	—	—	—	—	—
Production	(16.1)	—	—	—	—	(16.1)
End of 2013	124.6	—	—	—	—	124.6
China						
End of 2012	21.5	—	—	511.6	—	106.7
Revisions - Technical	3.6	—	—	(0.2)	—	3.6
Revisions - Economic	—	—	—	—	—	—
Revisions - Transfer to Proved	—	—	—	—	—	—
Purchases	—	—	—	—	—	—
Sales	—	—	—	—	—	—
Discoveries	1.6	—	—	28.0	—	6.3
Extensions	—	—	—	—	—	—
Improved Recovery	—	—	—	—	—	—
Production	(2.7)	—	—	—	—	(2.7)
End of 2013	24.0	—	—	539.4	—	113.9
Indonesia						
End of 2012	8.8	—	—	206.6	—	43.3
Revisions - Technical	—	—	—	—	—	—
Revisions - Economic	—	—	—	—	—	—
Revisions - Transfer to Proved	—	—	—	—	—	—
Purchases	—	—	—	—	—	—
Sales	—	—	—	—	—	—
Discoveries	—	—	—	112.6	—	18.8
Extensions	—	—	—	—	—	—
Improved Recovery	—	—	—	—	—	—
Production	—	—	—	—	—	—
End of 2013	8.8	—	—	319.2	—	62.1

	Light Crude Oil & NGL (mmbbls)	Medium Crude Oil (mmbbls)	Heavy Crude Oil (mmbbls)	Natural Gas (bcf)	Bitumen (mmbbls)	Total (mmboe)
Libya						
End of 2012	0.1	—	—	—	—	0.1
Revisions - Technical	—	—	—	—	—	—
Revisions - Economic	—	—	—	—	—	—
Revisions - Transfer to Proved	(0.1)	—	—	—	—	(0.1)
Purchases	—	—	—	—	—	—
Sales	—	—	—	—	—	—
Discoveries	—	—	—	—	—	—
Extensions	—	—	—	—	—	—
Improved Recovery	—	—	—	—	—	—
Production	—	—	—	—	—	—
End of 2013	0.1	—	—	—	—	0.1

	Light Crude Oil & NGL (mmbbls)	Medium Crude Oil (mmbbls)	Heavy Crude Oil (mmbbls)	Natural Gas (bcf)	Bitumen (mmbbls)	Total Company (mmboe)
Total						
End of 2012	388.6	117.4	140.5	3,265.1	1,724.7	2,915.3
Revisions - Technical	1.1	(7.6)	15.0	5.7	39.1	48.6
Revisions - Economic	0.1	0.2	0.3	(26.0)	(4.1)	(7.8)
Revisions - Transfer to Proved	(19.0)	(0.5)	(4.5)	(2.9)	(48.0)	(72.5)
Purchases	—	—	0.1	1.2	3.5	3.8
Sales	(0.2)	—	—	(5.4)	—	(1.1)
Discoveries	5.3	—	—	345.4	—	62.9
Extensions	30.6	10.6	41.2	130.1	64.1	168.3
Improved Recovery	3.8	—	10.5	1.5	108.6	123.1
Production	(29.6)	(8.5)	(27.2)	(187.2)	(17.4)	(113.9)
End of 2013	380.7	111.6	176.0	3,527.6	1,870.4	3,126.7

Undeveloped Reserves

Undeveloped reserves are attributed internally in accordance with standards and procedures contained in the COGEH. Proved undeveloped oil and gas reserves are those reserves that can be estimated with a high degree of certainty to be recovered from new wells on undrilled acreage, or from existing wells where a relatively major expenditure is required for recompletion. Probable undeveloped oil and gas reserves are those reserves that are less certain to be recovered than proved reserves and are expected to be recovered from known accumulations where a significant expenditure is required to render them capable of production. There are numerous uncertainties inherent in estimating quantities of crude oil and natural gas reserves. Classifications of reserves as proved or probable are only attempts to define the degree of uncertainty associated with the estimates. In addition, whereas proved reserves are those reserves that can be estimated with a high degree of certainty to be economically producible, probable reserves are those reserves that are as likely as not to be recovered. Therefore, probable reserves estimates, by definition, have a higher degree of uncertainty than proved reserves.

Husky funds capital programs by cash generated from operating activities, cash on hand, equity issuances, and short-term and long-term debt. Decisions to develop proved undeveloped and probable undeveloped reserves are based on various factors including economic conditions, technical performance and size of the development program. Approximately 47% of Husky's gross proved undeveloped reserves are assigned to the Sunrise Energy Project. Development of the first phase of the project is over 85% complete with start up expected in the second half of 2014. Approximately 16% of Husky's gross proved undeveloped reserves are assigned to the liquids-rich Ansell area. This project has ongoing drilling with the recent acquisition of gas plant capacity. Approximately 7% of Husky's gross proved undeveloped reserves are assigned to the Madura BD project.

As at December 31, 2013, there were no material proved undeveloped reserves that have remained undeveloped for greater than five years.

Proved Undeveloped Reserves

First attributed	Light Crude Oil & NGL (mmbbls)	Medium Crude Oil (mmbbls)	Heavy Crude Oil (mmbbls)	Bitumen (mmbbls)	Natural Gas (bcf)	Total Oil & NGL (mmbbls)
Year Prior	72.1	14.3	55.2	203.4	820.1	344.9
2011	7.0	6.0	10.1	68.8	33.8	91.9
2012	16.6	3.7	8.1	12.3	399.4	40.7
2013	16.2	1.7	13.0	41.3	216.5	72.3

Probable Undeveloped Reserves

First attributed	Light Crude Oil & NGL (mmbbls)	Medium Crude Oil (mmbbls)	Heavy Crude Oil (mmbbls)	Bitumen (mmbbls)	Natural Gas (bcf)	Total Oil & NGL (mmbbls)
Year Prior	139.3	11.7	49.7	1,797.9	309.7	1,998.6
2011	6.3	1.9	12.5	362.2	21.2	382.9
2012	11.5	0.7	5.9	12.3	299.0	30.4
2013	11.6	3.1	18.1	134.8	216.3	167.5

Future Development Costs

The Company expects to fund its future development costs by cash generated from operating activities, cash on hand, and short and long-term debt. In addition, the Company has access to additional funding through credit facilities and the issuance of equity through shelf prospectuses, subject to market conditions. The cost associated with this funding would not affect reserves and would not be material in comparison with future net revenues.

The following tables include estimates of the forecasted costs of developing the Company's proved and proved plus probable reserves as at December 31, 2013:

Year	Canada		China		Indonesia		Libya	
	Proved Reserves (\$ millions)	Proved Plus Probable Reserves (\$ millions)	Proved Reserves (\$ millions)	Proved Plus Probable Reserves (\$ millions)	Proved Reserves (\$ millions)	Proved Plus Probable Reserves (\$ millions)	Proved Reserves (\$ millions)	Proved Plus Probable Reserves (\$ millions)
2014	2,095	2,766	91	100	18	54	1	1
2015	1,300	2,223	17	17	88	157	1	1
2016	948	1,842	33	33	28	66	—	—
2017	634	1,591	152	152	—	3	—	—
2018	556	1,196	112	112	—	—	—	—
Remaining	8,434	25,173	178	178	—	—	—	—
Total	13,967	34,791	582	591	134	281	1	1

Year	Total (\$ millions)	
	Proved Reserves	Proved Plus Probable Reserves
2014	2,205	2,920
2015	1,405	2,398
2016	1,009	1,941
2017	786	1,747
2018	668	1,307
Remaining	8,612	25,350
Total	14,684	35,664

Additional Information Concerning Abandonment and Reclamation Costs

The Company estimates the costs associated with abandonment and reclamation costs for surface leases, wells, facilities, and pipelines through its previous experience, where available, or by estimating such costs. With respect to abandonment and reclamation costs for surface leases, wells, facilities, and pipelines, net of estimated salvage value, the Company expects to incur these costs on approximately 30,590 net wells for a total undiscounted amount of \$7.3 billion. Discounted at 10% per year, the total abandonment costs, net of estimated salvage value, for wells is \$2.1 billion. This amount was deducted in estimating the future net revenue. Of the undiscounted portion of the total abandonment and reclamation costs, \$352 million is expected to be paid in the next three years.

Production Estimates

Yearly Production Estimates for 2014

	Light Crude Oil (mmbbls)	Medium Crude Oil (mmbbls)	Heavy Crude Oil (mmbbls)	Bitumen (mmbbls)	Natural Gas (bcf)
Canada					
Total Gross Proved	27.8	9.1	25.7	17.1	169.6
Total Gross Probable	3.9	0.6	2.5	2.4	6.8
Total Gross Proved Plus Probable	31.7	9.7	28.2	19.5	176.5
International					
Total Gross Proved	3.1	—	—	—	37.4
Total Gross Probable	0.4	—	—	—	0.9
Total Gross Proved Plus Probable	3.5	—	—	—	38.3
Total					
Total Gross Proved	30.9	9.1	25.7	17.1	207.0
Total Gross Probable	4.3	0.6	2.5	2.4	7.7
Total Gross Proved Plus Probable	35.2	9.7	28.2	19.5	214.7

No individual property accounts for 20% or more of the estimated production disclosed.

Infrastructure and Marketing

The Infrastructure and Marketing business is comprised of the marketing of the Company's and other producers' crude oil, natural gas, NGL, sulphur and petroleum coke, pipeline transportation, the blending of crude oil and natural gas, and the storage of crude oil, diluent and natural gas.

Infrastructure

Husky has been involved in the gathering, transporting and storage of heavy crude oil in the Lloydminster area since the early 1960s. Husky's crude oil pipeline systems include more than 2,000 kilometers of pipeline capable of transporting up to 710 mbbls/day of blended heavy crude oil, diluent and synthetic crude oil when the systems are fully powered. The pipeline systems transport blended heavy crude oil to Lloydminster, accessing markets through Husky's Upgrader and asphalt refinery in Lloydminster. Blended heavy crude oil from the field and synthetic crude oil from the upgrading operations are transported south to Hardisty, Alberta to a connection with the major export trunk pipelines: Enbridge Pipeline multi-line system, Spectra Express Pipeline, TransCanada's Keystone pipeline and the smaller Inter Pipeline. The blended crude oil is transported to eastern and southern markets on these pipelines. Husky's crude oil pipeline systems also have feeder pipeline interconnections with the Inter Pipeline at Cold Lake, the Echo Pipeline at Hardisty, the Gibsons Hardisty Terminal, the Enbridge Hardisty Caverns and Merchant Terminal and the Talisman Chauvin Pipeline.

The following table shows the average daily pipeline throughput for the periods indicated:

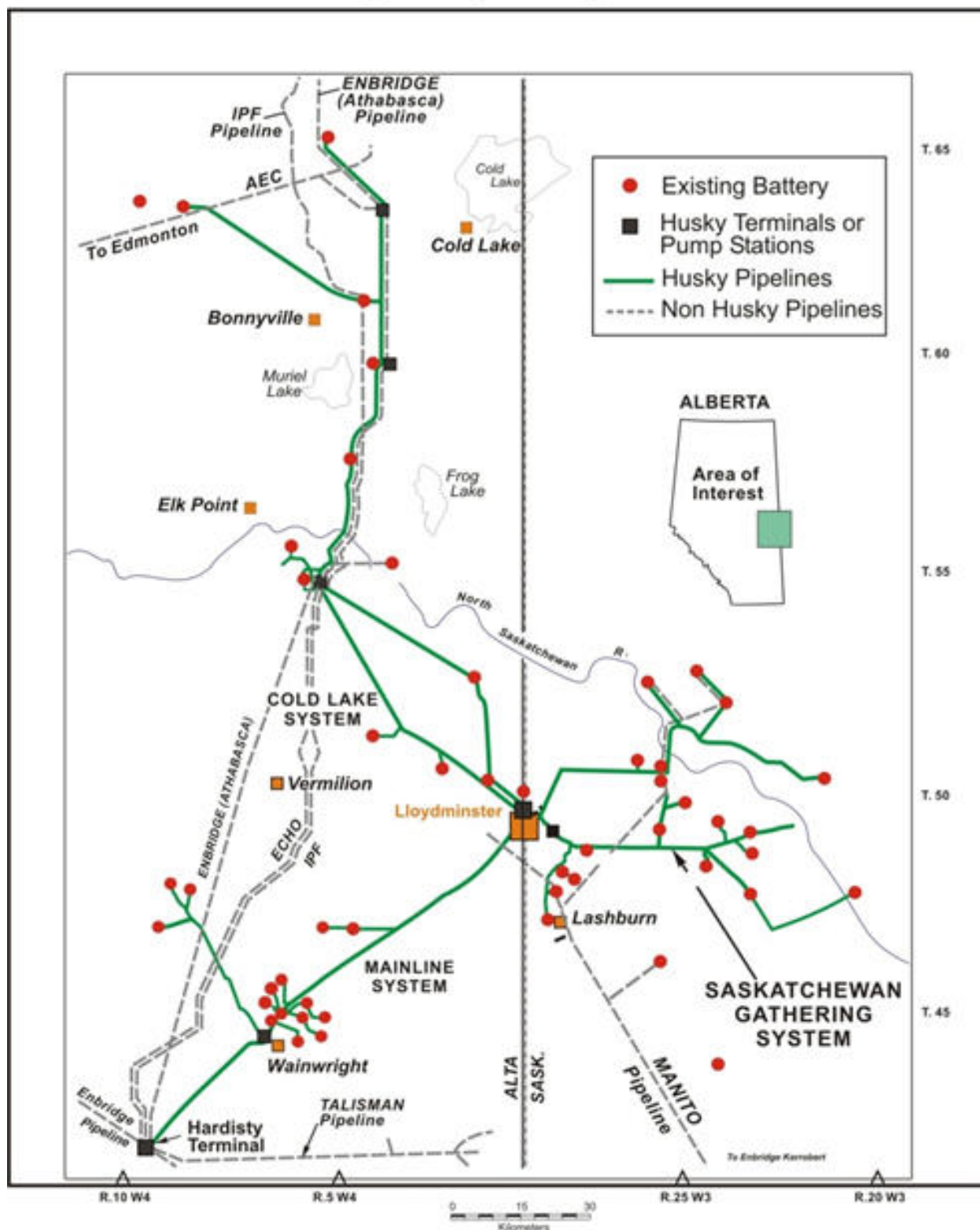
<i>(mbbls/day)</i>	Years Ended December 31,		
	2013	2012	2011
Combined Pipeline Throughput ⁽¹⁾	557	581	559

⁽¹⁾ Throughput includes the Husky internal and third-party volumes.

In recent years, Husky has completed a number of expansions on its pipeline system and Hardisty terminal facilities to capitalize on anticipated increases in heavy oil production from the Lloydminster and Cold Lake areas and to service the new incremental take-away capacity from the Keystone pipeline. In May 2012, a new 300,000-barrel tank at the Hardisty terminal was placed in service. Two additional 300,000-barrel tanks are currently under construction and are expected to be in service during the first quarter of 2015.

Husky's heavy crude oil processing facilities are located throughout the Lloydminster area and are connected to Husky's pipeline system. These facilities process Husky's and other producers' raw heavy crude oil from the field production by removing sand, water and other impurities to produce clean dry heavy crude oil. There are also third-party processing facilities connected to Husky's pipeline. The heavy crude oil is blended with a diluent to reduce both viscosity and density in order to meet pipeline specifications for transportation.

Heavy Oil Pipeline Systems

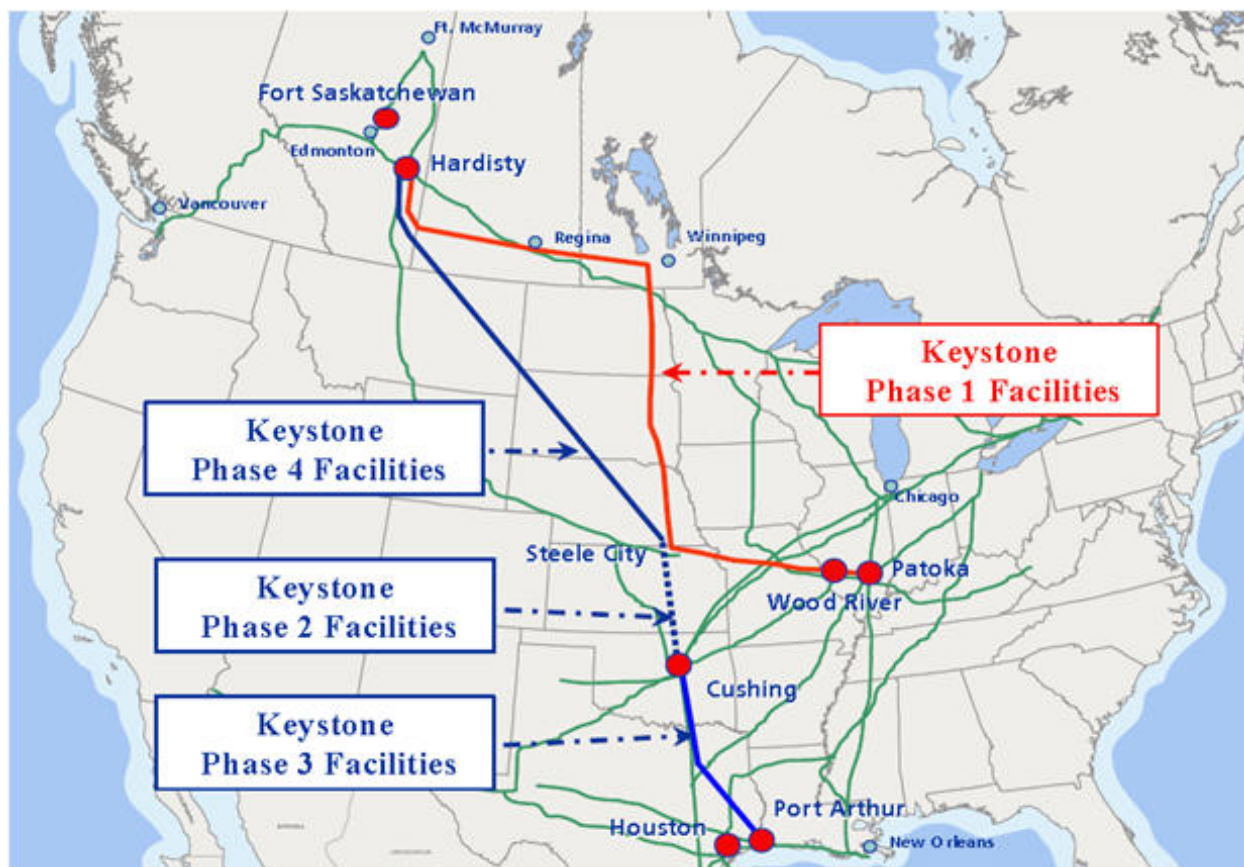


In 2010, Husky commenced its pipeline commitment on the Keystone pipeline system, which ships Canadian crude oil from Hardisty, Alberta to Patoka, Illinois. This commitment was part of a strategy, commenced in 2006, to expand the market for Husky's crude oil into the midwest United States. This strategy was further supported through the acquisition of the Lima Refinery in 2007, which now enables Husky's Canadian synthetic crude oil production (along with additional third-party purchases) to be processed at the refinery.

Due to Husky's ongoing Keystone pipeline commitment, the Lima Refinery has the option, depending on the economics, to access a significant amount of Canadian crude oil as part of its crude feedstock requirements. The

Keystone pipeline has also enabled Husky to sell heavy crude oil through interconnecting pipeline systems to the Lima, Ohio Refinery and into Cushing, Oklahoma.

In 2012 and 2013, the Canadian pipeline system was subject to significant apportionment, affecting both Canadian export volumes and crude oil prices in Western Canada. Husky has to a large extent been insulated from these effects through the reliability of its proprietary pipeline system, its firm capacity on Keystone and through Husky's demand for Canadian crude feedstocks to its upgrading and refining assets. To date, Husky has been able to avoid any production shut ins. As a seller and buyer of crude oils, Husky has a relatively balanced exposure to many location and grade differentials.



Husky has been carefully monitoring opportunities to participate in growing crude oil markets accessed by rail, which have developed due to refiners' desire for inland crude oil, priced at significant discounts to ocean imports. Husky has made opportunistic crude oil deliveries to rail loading facilities via trucks where netbacks can be increased relative to pipeline alternatives. While Husky's primary focus is on low cost pipeline transportation options, it intends to develop a flexible crude delivery strategy to use rail transport to a variety of crude oil markets.

Results from Husky's third-party pipeline and infrastructure businesses are included in Upstream Infrastructure and Marketing and results associated with Husky's internal production volumes are included in Upstream Exploration and Production.

Natural Gas Storage Facilities

Husky has been operating a natural gas storage facility at Hussar, Alberta since April 2000. Husky also operates and has a 50% interest in a natural gas storage facility at East Cantuar near Swift Current, Saskatchewan and contracts additional natural gas storage under long-term arrangements. At December 31, 2013, Husky managed a total natural gas storage capacity of approximately 28 bcf. Results from Husky's natural gas storage business are included in Upstream Infrastructure and Marketing.

Commodity Marketing

Husky is a marketer of both its own and third-party production of crude oil, synthetic crude oil, NGL, natural gas and sulphur. The Company also markets petroleum coke, a by-product from the Lloydminster Upgrader.

Husky supplies feedstock to its Lloydminster Upgrader and asphalt refinery from its own and third-party heavy oil production sourced from the Lloydminster and Cold Lake areas. The Company also sells blended heavy crude oil directly to refiners based in the United States and Canada. Husky's extensive infrastructure in the Lloydminster area supports its heavy crude oil refining and marketing operations.

Husky markets light and medium crude oil and NGL sourced from Husky's own production and third-party production. Light crude oil is acquired for processing by third-party refiners at Edmonton, Alberta and by Husky's refinery at Prince George, British Columbia. Husky markets the synthetic crude oil produced at its Upgrader in Lloydminster to refiners in Canada and the United States, including the Lima Refinery and other refineries in the midwest of the United States.

Husky markets natural gas sourced from its own production and third-party production. The Company is currently committed to gas sales contracts with third parties, which in the aggregate do not exceed amounts forecast to be deliverable from Husky's reserves. The natural gas sales contracted are primarily at market prices. At December 31, 2013, Husky's long-term fixed price natural gas sales contracts totaled approximately 15 bcf over two years deliverable at the rate of 75% in 2014 and 25% in 2015. Husky has acquired rights to firm pipeline capacity to transport natural gas to contracted markets. The Company trades natural gas to generate revenue from assets managed, including transportation and natural gas storage facilities.

Husky has developed its commodity marketing operations to include the acquisition of third-party volumes to increase volumes and enhance the value of its midstream assets. The Company plans to expand its marketing operations by continuing to increase marketing activities. The Company believes that this increase will generate synergies with the marketing of its own production volumes and the optimization of its assets. Results from Husky's commodity marketing business are included in Upstream Infrastructure and Marketing.

Downstream Operations

U.S. Refining and Marketing

Lima, Ohio Refinery

The Lima Refinery, located in Ohio between Toledo and Dayton, has an atmospheric crude throughput capacity of 160 mbbls/day. The Lima Refinery currently processes both light sweet crude oil feedstock sourced from the United States and Africa and, since 2010 with the commissioning of the Keystone Pipeline system, Canadian synthetic crudes, including HSB produced by the Lloydminster Upgrader. The Lima Refinery produces gasoline, gasoline blend stocks, diesel, jet fuel, petrochemical feedstock and other by-products. The feedstock is received via the Mid-Valley and Marathon Pipelines, and the refined products are transported via the Buckeye and Inland pipeline systems and by rail car to primary markets in Ohio, Illinois, Indiana and southern Michigan.

During 2013, crude oil feedstock throughput at the Lima Refinery averaged 144 mbbls/day. Production of gasoline averaged 75 mbbls/day, total distillates averaged 58 mbbls/day and total other products averaged 18 mbbls/day.

The Lima Refinery continues to progress reliability and profitability improvement projects. Construction of the 20-mbbls/day kerosene hydrotreater, which increased on-road diesel and jet fuel production volumes, was completed and brought on-line in early 2013. In addition, FEED commenced in the second half of 2013 to revamp existing refinery process units and add new equipment to allow the refinery to process up to 40,000 bbls/day of Western Canadian heavy crude oil while maintaining the capability and flexibility to refine existing light crude oil, regulatory approval for which was granted by the U.S. Environmental Protection Agency. The capability to refine heavy crude oil at the Lima Refinery is anticipated by 2017.

BP-Husky Toledo, Ohio Refinery

The BP-Husky Toledo Refinery, in which Husky holds a 50% interest, has a name plate capacity of 160 mbbls/day and an operating capacity of 135 to 145 mbbls/day on its current crude slate. Products include low sulphur gasoline, ultra low sulphur diesel, aviation fuels, propane, kerosene and asphalt. The BP-Husky Toledo Refinery is located in one of the highest energy consumption regions in the United States.

Husky, together with its partner BP, plan to expand the BP-Husky Toledo Refinery's bitumen processing capacity to align with the first two 60 mbbls/day phases of the Sunrise Energy Project development. BP currently markets 100% of the refinery's output; however, once Sunrise Phase I reaches design production rates, Husky will have the right to market its own share of the refined products.

In 2010, Husky and BP announced the sanction of the Continuous Catalyst Regeneration Reformer Project at the BP-Husky Toledo Refinery. Project construction formally commenced in August 2010 and was completed in the fourth quarter of 2012. This project improved the efficiency and competitiveness of the refinery by reducing energy consumption, lowering operating costs and safety concerns with the replacement of two naphtha reformers and one hydrogen plant with a 42,000 bbls/day continuous catalyst regeneration reformer system plant.

The Company and its partner initiated the Hydrotreater Recycle Gas Compressor Project in 2013, which is scheduled to be completed in 2014. The installation of a new recycle gas compressor in the existing hydrotreater is intended to improve operational integrity and plant performance.

During the year ended December 31, 2013, Husky's share of crude oil feedstock throughput averaged 65 mbbls/day, production of gasoline averaged 43 mbbls/day, middle distillates averaged 18 mbbls/day and other fuel and feedstock averaged 9 mbbls/day.

Upgrading Operations

Husky owns and operates the Husky Lloydminster Upgrader, a heavy oil upgrading facility located in Lloydminster, Saskatchewan. The Upgrader is designed to process blended heavy crude oil feedstock into high quality, low sulphur synthetic crude oil. Synthetic crude oil is used as refinery feedstock for the production of premium transportation fuels in Canada and the United States. In addition, the Upgrader recovers the diluent, which is blended with the heavy crude oil prior to pipeline transportation to reduce viscosity and facilitate its movement, and returns it to the field to be reused.

The Upgrader was commissioned in 1992 with an original design capacity of 46 mbbls/day of synthetic crude oil.

Current production is considerably higher than the original design rate capacity as a result of throughput modifications and improved reliability. In 2007, the Upgrader commenced production of transportation grade diesel. The Upgrader's current rated production capacity is 82 mbbls/day of synthetic crude oil, diluents, and ultra low sulphur diesel.

Production at the Upgrader averaged 51 mbbls/day of synthetic crude oil, 11 mbbls/day of diluent and 4 mbbls/day of ultra low sulphur diesel in 2013. In addition, the Upgrader also produced, as by-products of its upgrading operations, approximately 311 lt/day of sulphur and 793 lt/day of petroleum coke during 2013. These products are sold in Canadian and international markets.

Canadian Refined Products

Husky's Canadian Refined Products operations include refining of light crude oil, manufacturing of fuel and fuel grade ethanol, manufacturing of asphalt products from heavy crude oil and acquisition by purchase and exchange of refined petroleum products. Husky's retail distribution network includes the wholesale, commercial and retail marketing of refined petroleum products and provides a platform for non-fuel related convenience product businesses.

Light oil refined products are produced at the Husky refinery at Prince George, British Columbia and are also acquired from third-party refiners and marketed through Husky and Mohawk branded retail and commercial petroleum outlets and through direct marketing to third-party dealers and end users. Asphalt and residual products are produced at Husky's asphalt refinery at Lloydminster, Alberta and are marketed directly or through Husky's eight emulsion plants, five of which are also asphalt terminals located throughout Western Canada.

Prince George Refinery

Husky's light oil refinery in Prince George, British Columbia, provides refined products to Husky and third-party retail outlets in the central and northern regions of the province. Feedstock is delivered to the refinery by pipeline from northeastern British Columbia. Prince George Refinery production is equal to approximately 18% of Husky's total refined product supply requirements.

The refinery produces all grades of unleaded gasoline, seasonal diesel fuels, mixed propane and butane, and heavy fuel oil. In 2013, refinery throughput averaged 10.3 mbbls/day.

Lloydminster Asphalt Refinery

Husky's Lloydminster Asphalt Refinery processes heavy crude oil into asphalt products used in road construction and maintenance and industrial asphalt products. The refinery has a throughput capacity of 29 mbbls/day of heavy crude oil. The refinery also produces straight run gasoline, bulk distillates and residuals. The straight run gasoline stream is removed and re-circulated into the heavy oil pipeline network as pipeline diluent and the distillate stream is used by the Upgrader to make ultra low sulphur diesel fuel. The bulk distillates are hydrogen deficient and are transferred directly to the Upgrader and then treated for blending into the HSB stream. Residuals are a blend of medium and light distillate and gas oil streams, which are sold directly to customers typically as drilling and well fracturing fluids or used in asphalt cutbacks and emulsions.

Refinery throughput averaged 26.4 mbbls/day of blended heavy crude oil feedstock during 2013. In 2013, daily sales volumes of asphalt averaged 14.2 mbbls/day and daily sales volumes of residual and other products averaged 12.1 mbbls/day. Due to the seasonal demand for asphalt products, most Canadian asphalt refineries typically operate at full capacity only during the normal paving season in Canada and the northern United States. Husky has implemented various plans to increase refinery throughput during the other months of the year, such as increasing storage capacity and developing U.S. markets for asphalt products. This is intended to allow Husky to run at or near full capacity year round.

Asphalt Distribution Network

Husky's Pounder Emulsions division has a significant market share in Western Canada for road application emulsion products. Additional non-asphalt based road maintenance products are also marketed and distributed through Pounder Emulsions. The Company's sales to the United States and eastern Canada accounted for 50% of its total asphalt sales in 2013. Exported asphalt products are shipped as far as Texas and New York in the United States and Quebec in Canada. Husky typically sells in excess of 5.4 mmbbls of asphalt cement each year. All of Husky's asphalt requirements are supplied by Husky's asphalt refinery.

Husky's asphalt distribution network consists of emulsion plants and asphalt terminals located at Kamloops, British Columbia, Edmonton and Lethbridge, Alberta, Yorkton, Saskatchewan and Winnipeg, Manitoba and three emulsion plants located at Watson Lake, Yukon and Lloydminster and Saskatoon, Saskatchewan. Husky also terminals asphalt at its Prince George Refinery and uses an independently operated terminal at Langley, British Columbia.

In 2014, Husky plans to direct its efforts to increasing terminal capacity at the Yorkton and Edmonton facilities, develop retail capacity in U.S. markets, expand sales of road stabilization, preservation and recycling products, increase sales of drilling and completion products, implement safety and reliability improvements and develop new products, markets and specifications.

Ethanol Plants

In September 2006, Husky commissioned an ethanol plant in Lloydminster, Saskatchewan. This plant has an annual nameplate capacity of 130 million litres. In December 2007, the Minnedosa, Manitoba ethanol plant was commissioned also with an annual nameplate capacity of 130 million litres. The plant is operating above that capacity. In 2013, ethanol production averaged 742,403 litres/day.

Husky's ethanol production supports its ethanol-blended gasoline marketing program. When added to gasoline, ethanol promotes more complete fuel combustion, prevents fuel line freezing and reduces carbon monoxide emissions, ozone precursors and net emissions of greenhouse gases. Environment Canada has designated ethanol blended gasoline as an "Environmental Choice" product. Husky sells a large portion of its production to other major oil companies for their ethanol blending requirements in Western Canada.

During 2012, the Lloydminster plant commissioned a CO₂ capture facility. The plant is currently capturing CO₂ for use in Husky's heavy oil reservoir enhancement project.

Husky continues to position its refined products business segment as the leader in ethanol blended fuels in Western Canada.

Other Supply Arrangements

In addition to the refined petroleum products supplied by the Prince George Refinery of 3.0 mbbbls/day and by the Husky Lloydminster Upgrader of 3.8 mbbbls/day in 2013, Husky has rack-based pricing purchase agreements for refined products with all major Canadian refiners. During 2013, Husky purchased approximately 36.5 mbbbls/day of refined petroleum products from refiners and acquired approximately 9.9 mbbbls/day of refined petroleum products pursuant to exchange agreements with third-party refiners.

Branded Petroleum Product Outlets and Commercial Distribution

As at December 31, 2013, there were 503 independently operated Husky and Mohawk branded petroleum product outlets. These petroleum product outlets include travel centres, convenience stores, cardlock operations and bulk distribution facilities located from the Ontario/Quebec border to the West Coast. The travel centre network is strategically located on major highways and serves the retail market and commercial transporters with quality products and full-service Husky House restaurants. At most locations, the travel centre network also features the proprietary "Route Commander" cardlock system that enables commercial users to purchase products using a card system that electronically processes transactions and provides detailed billing, sales tax and other information. A variety of full and self-serve retail locations under the Husky and Mohawk brand names serve urban and rural markets, while Husky and Mohawk bulk distributors offer direct sales to commercial and farm markets in Western Canada.

Independent retailers or agents operate all Husky and Mohawk branded petroleum product outlets. Retail outlets feature varying services, such as convenience stores, service bays, 24-hour service, car washes, Husky House full-service, family-style restaurants, proprietary and co-branded quick serve restaurants and bank machines. In addition to ethanol-blended gasoline, Husky offers additive-enhanced DieselMax and propane services together with Chevron lubricants. Husky supplies refined petroleum products to its branded independent retailers on an exclusive basis and provides financial and other assistance for location improvements, marketing support and related services. The following table shows the number of Husky and Mohawk branded petroleum outlets by province as of December 31, 2013:

	British Columbia & Yukon	Alberta	Saskatchewan	Manitoba	Ontario	2013 Total	2012 Total
Branded Petroleum Outlets							
Retail Owned Outlets	53	63	13	16	77	222	227
Leased	37	37	5	11	36	126	134
Independent Retailers	48	72	13	6	16	155	151
Total	138	172	31	33	129	503	512
Cardlocks ⁽¹⁾	22	28	5	7	19	81	84
Convenience Stores ⁽¹⁾	84	95	18	25	112	334	341
Restaurants	10	12	4	2	13	41	42

⁽¹⁾ Located at branded petroleum outlets.

Husky also markets refined petroleum products directly to various commercial markets, including independent dealers, national rail companies and major industrial and commercial customers in Western Canada and the northwestern United States. In 2013, daily sales volumes of gasoline, diesel fuel and liquefied petroleum gas were 25.0 mbbbls/day, 25.5 mbbbls/day, and 0.4 mbbbls/day, respectively.

The following table shows average daily sales volumes of light refined petroleum products for the periods indicated:

<i>(mbbls/day)</i>	Years ended December 31,		
	2013	2012	2011
Gasoline	25.0	26.2	27.7
Diesel fuel	25.5	27.2	26.0
Liquefied Petroleum Gas	0.4	0.8	0.6
	50.9	54.2	54.3

INDUSTRY OVERVIEW

The operations of the oil and gas industry are governed by a considerable number of laws and regulations mandated by multiple levels of government and regulatory authorities in Canada, the United States and other foreign jurisdictions. These laws and regulations, along with global economic conditions, have shaped the developing trends of the industry. The following discussion summarizes the trends, legislation and regulations that have the most significant impact on the short and long-term operations of the oil and gas industry.

Crude Oil and Natural Gas Production

Production from oil sands projects is expected to continue to accelerate as the dominant source of crude oil product in the decades to come. Production of bitumen from both mining and in-situ operations is forecast to increase by 8.7% in 2014 compared with 2013. Of the remaining established crude oil and bitumen reserves in Alberta, 135 billion barrels or 80% is considered recoverable by in-situ methods and 33 billion barrels is suited to surface mining. The majority of in-situ production is not upgraded prior to reaching markets.¹

In its June 2013 forecast, the Canadian Association of Petroleum Producers (“CAPP”) projected total Canadian production to increase by approximately 95% to 6.7 mmbbls/day by 2030, of which 5.2 mmbbls/day would be from oil sands. Oil sands production at 5.2 mmbbls/day represents a 166% increase from current production levels. Conventional crude oil production, representing approximately 43% of current Canadian production, is forecast to remain stable and to represent 23% of total Canadian production by 2030 due to the sharp increase in oil sands production.¹ The EIA Short-Term Energy Outlook was published in January 2014 and estimates that total U.S. crude production will reach 9.3 mmbbls/day in 2015, which represents a 24% increase over 2013 production volumes.²

Total Canadian natural gas production decreased by 3.3% in 2013 compared with 2012.³ The decrease follows a trend resulting from lower natural gas prices across North America as technological advances continue to unlock recoverable reserves. CAPP estimates that total production in Canada will remain relatively flat through 2020 assuming longer-term prices remain below \$4/GJ.⁵ Total U.S. natural gas production increased by 1.4% in 2013 compared with 2012 and is forecast to increase by an additional 3.4% through 2015. Total U.S. consumption of natural gas increased by 2.5% in 2013 compared with 2012 and is expected to remain relatively flat through 2015. Total U.S. production of natural gas is expected to exceed consumption starting in 2014.²

According to the EIA, global energy consumption increased by 1.4% in 2013 over 2012 and is forecast to increase by 2.9% through 2015. The increase can be attributed to consumption in countries outside of the Organization for Economic Cooperation and Development. Total global supply increased by 1.1% in 2013 over 2012 and is forecast to increase by 4.0% through 2015. As a result, total marketed production is forecast to exceed consumption by 0.2% in 2015.²

Commodity Pricing

Crude oil and natural gas producers negotiate purchase and sale contracts directly with respective buyers and these contracts are typically based on the prevailing market price of the commodity. The market price for crude oil is determined largely by global factors and the contract price considers oil quality, transportation and other terms of the agreement. The price for natural gas is determined primarily by North America fundamentals because virtually all natural gas production in North America is consumed by North American customers, predominantly in the United States. Commodity prices are based on supply and demand which may fluctuate due to market uncertainty and other factors beyond the control of entities operating in the industry.

The EIA projects that the spot price of Brent, an imported light sweet benchmark crude oil produced in the North Sea, will decline gradually from an average of U.S. \$108/bbl in 2013 to annual averages of U.S. \$105/bbl and U.S. \$102/bbl in 2014 and 2015, respectively. This forecasted decrease reflects the increasing supply of liquid fuels from non-OPEC countries. Averaging U.S. \$98/bbl in 2013, the projected WTI price is U.S. \$93/bbl in 2014 and U.S. \$90/bbl in 2015. The EIA expects the discount of the WTI crude oil price to Brent to average \$12/bbl through 2014 and 2015. The discount reflects continued uncertainty of whether current refining capacity and transportation infrastructure will absorb forecast production increases of crude oil in North America.⁵

Market Access

Transportation and market access in North America for crude oil emerged as a major issue in 2012, and continued to contribute to regional price volatility in 2013. Western Canada's crude has very limited access to world markets and is essentially landlocked as production has outgrown capacity to transport. Companies continue to seek

supplemental alternatives to pipelines and accelerated use of transportation by rail in 2013, a trend that is likely to continue until additional pipeline capacity is built.

In addition to the price differential between Brent crude and WTI crude and transportation constraints, the increased production in the United States has contributed to volatility in Canadian crude prices. In 2013, Western Canadian synthetic crude oil prices traded at a small premium to WTI averaging U.S. \$3/bbl compared to a discount averaging U.S. \$2/bbl in 2012. Western Canada Select crude oil prices at Hardisty traded at a deep discount to WTI in 2013, averaging U.S. \$25.20/bbl in 2013 compared to U.S. \$21.03/bbl in 2012.

Current pipeline capacity exiting western Canada totals 3.7 mmbbls/day, 300 mbbls/day of which runs to the west coast. A number of pipeline proposals have been announced that could increase market access between 2014 and 2017 of up to 3.1 mmbbls/day. The proposed pipeline projects are the Keystone XL to the U.S. Gulf Coast, the Alberta Clipper expansion to Superior, Wisconsin, the Trans Mountain Expansion, the Enbridge Northern Gateway to the west coast, and the TransCanada Energy East to the east coast of Canada. Considerable uncertainty exists around if and when each of these will be in service.¹

The National Energy Board estimates that 200,000 bbl/day of crude was transported by rail at the end of 2013 and forecasts 300,000 bbl/day to be transferred by rail by the end of 2014.¹

Royalties, Incentives and Income Taxes

Canada

The amount of royalties payable on production from privately owned lands is negotiated between the mineral freehold owner and the lessee, and this production may also be subject to certain provincial taxes and royalties. Royalty rates for production from Crown lands are determined by provincial governments. When setting royalty rates, commodity prices, levels of production and operating and capital costs are considered. Royalties payable are generally calculated as a percentage of the value of gross production and generally depend on prescribed reference prices, well productivity, geographical location, field discovery date, method of recovery, depth of well, and the type or quality of the petroleum product produced. Other royalties and royalty-like interests are, from time to time, carved out of the owner's working interest through non-public transactions. These are often referred to as overriding royalties, gross overriding royalties, net profits interests or net carried interests.

Royalty rates pertaining to Husky operations in western Canada averaged 12% in 2013 compared with 10% in 2012 due to a royalty credit adjustment received in 2012. In the Company's Atlantic Region, the average royalty rate was 13% in 2013 compared with 11% in 2012, when lower rates resulted from planned turnarounds.

The Canadian federal corporate income tax rate was 15% in 2013 and 2012. Provincial rates ranged between 10% and 16% in 2013 and 2012.

Other Jurisdictions

Royalty rates in the Company's Asia Pacific Region averaged 24% in 2013 and 2012.

Operations in the U.S are subject to the U.S. federal tax rate of 35% and various state-level taxes. Operations in China are subject to the Chinese tax rate of 25%. Operations in Indonesia are subject to tax at a rate of 40% as governed by each project's PSC.

The Company's consolidated effective tax rate was 30% for 2013 and 29% for 2012. Royalty rates averaged 13% of gross revenue in 2013 compared with 11% in 2012.

Land Tenure Regulation

In Canada, rights to natural resources are largely owned by the provincial and federal governments. Rights are granted to explore for and produce oil and natural gas subject to shared jurisdiction agreements, ELs, significant discovery and production licenses, leases, permits, and provincial legislation which may include contingencies such as obligations to perform work or make payments.

For international jurisdictions, rights to natural resources are largely owned by national governments that grant rights in forms such as ELs and permits, production licenses, and PSCs. Companies in the oil and gas industry are subject to ongoing compliance with the regulatory requirements established by the relevant country for the right to explore, develop and produce petroleum and natural gas in that particular jurisdiction.

Environmental Regulations

All phases of the oil and natural gas business are subject to environmental regulation pursuant to a variety of federal, provincial, state and local laws and regulations, as well as international conventions (collectively, “environmental legislation”).

Environmental legislation imposes, among other things, restrictions, liabilities and obligations in connection with the generation, handling, storage, transportation, treatment and disposal of hazardous substances and waste and in connection with spills, releases and emissions of various substances to the environment. Environmental legislation also requires that wells, facilities and other properties associated with Husky's operations be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. In addition, certain types of operations, including exploration and development projects and significant changes to certain existing projects, may require the submission and approval of environmental impact assessments.

The scope of recent environmental regulation and initiatives has had an impact on many areas important to industry operations which include but are not limited to, climate change, pipeline integrity, reclamation, hydraulic fracturing and land use.

Climate Change

International Climate Change Regulations

A significant breakthrough resulting from the 15th Conference of the Parties held in 2009 was the Copenhagen Accord, which endorsed the need to reduce global emissions. The Accord includes commitments from all the major emitters including the United States, China, India and Brazil, and provides for international review of both developed and developing countries' targets and actions. In 2010, Canada committed to reducing its greenhouse gas emissions by 17% below 2005 levels by 2020, which is aligned with the U.S. target.

Canadian Federal Greenhouse Gas Regulations

The Canadian federal government has begun addressing emissions of specific sectors of the economy, including working closely with the U.S. government to establish common North American vehicle emissions standards, as well as performance standards for thermal electricity generation. Also, in line with the United States, Canada has adopted renewable fuels regulations, requiring fuel producers and importers to have an average of at least 5% of their gasoline supply come from renewable sources (such as ethanol) and to have an average of at least 2% of their diesel supply come from renewable sources (such as bio-diesel).

In its 2013 *Canada's Emission Trends* report, Environment Canada noted the success of the measures taken by both the federal and provincial governments in reducing total greenhouse gas emissions. From 2005 to 2011, Canadian greenhouse gas emissions have decreased by 4.8% while the economy has grown by 8.4%. The 2013 *Canada's Emissions Trends* report also estimates that, as a result of the combined efforts of federal, provincial and territorial governments, consumers and businesses, greenhouse gas emissions in 2020 will be 734 megatonnes. This is 128 Mt lower than where emissions would be in 2020 if no action were taken to reduce greenhouse gas emissions since 2005.⁴

Canadian Provincial Greenhouse Gas Regulations

During 2007 and 2008, Ontario, British Columbia, Quebec and Manitoba committed, as partners, to move forward with a cap-and-trade system designed under the Western Climate Initiative (“WCI”), while Nova Scotia, Saskatchewan and the Yukon territory signed on as observers of the WCI. The WCI initiative was designed to reduce greenhouse gas emissions at the regional level to 15% below 2005 levels by 2020. The cap-and-trade system is intended to limit the allowable emissions for each partner, allocate them to large industrial facilities, and create a market where emissions could be traded among participants.

In November 2011, the WCI formed WCI, Inc., a non-profit corporation, to provide administrative and technical services to support the implementation of state and provincial GHG emission trading programs. As WCI jurisdictions begin to implement cap-and-trade programs, WCI, Inc. will develop a compliance tracking system that tracks both allowances and offset certificates, administer allowance auctions and conduct market monitoring of allowance auctions and allowance and offset certificate trading. California and Quebec moved forward with cap-and-trade in 2012, with compliance requirements beginning in 2013. Ontario, British Columbia, and Manitoba have indicated that they are committed to implementing programs in the near future as well.

U.S. Greenhouse Gas Regulations

The U.S. does not have federal legislation establishing targets for the reduction of greenhouse gas emissions. The U.S. Environmental Protection Agency (“EPA”) has begun implementing greenhouse gas regulations. In particular, the so-called ‘Tailoring Rule’ now requires sources emitting greater than 100,000 tons per year of greenhouse gas to obtain a permit for those emissions, even if they are not otherwise required to obtain a new or modified permit. The Tailoring Rule may also require the installation and operation of pollution control technology as a part of any project that results in a significant greenhouse gas emissions increase. The EPA promulgated regulations requiring greenhouse gas emissions reporting from certain U.S. operations. The EPA has not yet issued greenhouse gas emission guidelines for existing refineries or new source performance standards for new refineries and modifications to existing refineries. The September 2013 proposed rules relate to new utility power generators and should not have a direct impact on a refinery. The EPA has issued a new source performance standard for natural gas wells that requires the use of green completion. These and other EPA regulations regarding greenhouse gas emissions are subject to legislative and judicial challenges, including current congressional proposals to block or delay the EPA’s authority to regulate greenhouse gas emissions.

Pipeline Integrity

Recent high-profile oil spill events have led to a review by industry regulators. In 2012, the AER hired Group 10 Engineering Ltd., a third-party consultant, to review the industry’s pipeline requirements and industry best practices for public safety and response to pipeline incidents, pipeline integrity management, and the safety of pipelines at, or near, water crossings. Husky participated in the interview process. The final report was released in August 2013 and included 17 recommendations to improve pipeline safety that were accepted by the province of Alberta.

The British Columbia Oil and Gas Commission is currently conducting a review of all pipeline segments and the B.C. Ministry of Environment has recently issued a land based spill preparedness and response policy intentions paper for comment on the Government of B.C. website.

In 2012, the Canadian Energy Pipeline Association (“CEPA”) announced CEPA Integrity First, an industry-wide initiative to improve the industry’s pipeline safety, environmental and socio-economic performance. The program is based on sharing best practices and applying advanced technology, and highlights pipeline incident prevention, emergency response, reclamation and education. The prevention section focuses on programs and processes related to pipeline integrity. The emergency response section concentrates on programs CEPA members have in place. The reclamation section addresses the quality of post-incident activities, and the education section provides additional information about pipelines in Canada. CEPA is taking the lead with CAPP, providing support and context around pipelines owned and operated by producing companies, as well as emphasizing the importance of reliable and safe energy infrastructure to the oil and gas industry.

Reclamation

The AER maintains the regulatory process for the abandonment of wells. Over the years, the AER has made several adjustments to ensure effective well abandonment in Alberta. These adjustments include the introduction of new directives and additions to current regulations. In 1991, the AER first introduced Directive 020: *Well Abandonment*, which sets strict requirements for environmental protection and public safety in areas around abandoned wells. In June 2010, the requirements for abandoned wells were enhanced. These enhancements included required notification to the AER prior to any abandonment operation, additional abandonment criteria for critical sour wells, and a specialized cap on vented wells to prevent gas pressure build up in the well.

In 2012, the Alberta Department of Energy and the AER identified a large number of historically abandoned wellbores within urban areas and on residential properties. Amendments to Alberta Municipal Affairs subdivision regulations were issued in the year to ensure that all future developments will have a five-meter setback, future wells to be abandoned must be identified and the location confirmed by the developer, and the integrity must be verified by the licensee prior to development approval.

In early 2013, the AER made significant changes to its abandonment liability program and licence transfer process. These changes were implemented on May 1, 2013 under Directive 006: *Licensee Liability Rating (LLR) Program and Licence Transfer Process* (“Directive 6”) and effected important changes to the LLR Program. The LLR Program is designed to prevent Alberta taxpayers from incurring costs to suspend, abandon, remediate, and reclaim a well, facility or pipeline. Under the LLR Program, each licensee is assigned a Liability Management Rating (“LMR”). LMR is the ratio of a licensee’s eligible deemed assets under the LLR Program, the Large Facility Liability Management Program, and the Oilfield Waste Liability Program to its deemed liabilities in these programs. The LMR assessment is designed to assess a licensee’s ability to address its suspension, abandonment, remediation

and reclamation liabilities. This assessment is conducted monthly and on receipt of a licence transfer application in which the licensee is the transferor or transferee.

Directive 6 requires oil and gas operators in Alberta to pay higher security deposits to maintain the required LMR with the AER. The changes will be implemented over a three-year period. If a licensee fails to post security, if required, then the AER may take a number of steps to enforce these provisions, which include non-compliance fees, partial or full suspension of operations, suspension and/or cancellation of a permit, licence or approval, and prevention of the transfer of licences held by licensees that do not meet the new requirements.

Hydraulic Fracturing

Hydraulic fracturing is a method of increasing well production by injecting fluid under high pressure down a well, which causes the surrounding rock to crack or fracture. The fluid typically consists of water, sand, chemicals and other additives and flows into the cracks where the sand remains to keep the cracks open and enable natural gas or liquids to be recovered. Fracturing fluids are produced back to the surface through the wellbore and are stored for reuse or future disposal in accordance with regional regulations, which may include injection into underground wells. The design of the well bores protects groundwater aquifers from the fracturing process.

The Government of Canada manages use of chemicals through its Chemical Management Plan and New Substances Program. Some provinces require the details of fracturing fluids to be submitted to regulators. In Alberta, the AER requires that all fracturing operations submit reports regarding the quantity of fluids and additives. In the U.S., the process is regulated by state and local governments. However, the EPA is considering undertaking a broad study as it pertains to the national Clean Water Act which may or may not result in future federal regulations.

Land Use

In 2012, the Government of Alberta approved the Lower Athabasca Regional Plan (“LARP”), which covers the lower Athabasca region and includes Husky's oil sands assets and major projects. The LARP was developed to manage cumulative effects within the region using three formal management frameworks; Air Quality, Surface Water Quality and Groundwater Quality. The use of each framework establishes approaches to ensure trends are identified and assessed, regional limits are not exceeded and that air and water remain healthy for the region's residents and ecosystems during oil sands development.

Industry Collaboration Initiatives

Husky is working with industry on several regulatory initiatives, most recently on increasing transparency around hydraulic fracturing procedures.

In early 2012, Husky joined the International Petroleum Industry Environmental Conservation Association, the global oil and gas industry association for environmental and social issues and is participating in its Water Task Force. Husky also participates in industry reporting through CAPP; the Company's water use numbers are included in the CAPP Responsible Canadian Energy Reporting. As a member of several CAPP Water Groups and Committees, Husky is committed to adhering to the Guiding Principles for Hydraulic Fracturing and Hydraulic Fracturing Operating Practices for shale and tight gas development.

Husky pursues memberships in sustainability focused groups including: Oil Spill Response, China Offshore Oil Operation Safety Office, IPEICA, Wood Buffalo Environmental Association, Parkland Air Management Zone, Calgary Regional Airshed Zone, Lakeland Industry and Community Association, Southeast Saskatchewan Airshed Association, Regional Aquatics Monitoring Program, Alberta Biodiversity Monitoring Institute, Carbon Disclosure Project, Integrated CO₂ Network, Orphan Well Association, Cumulative Effects Management Association, Canadian Land Reclamation Association, Environmental Services Association of Alberta, North Saskatchewan, Watershed Alliance, Beaver River Watershed Alliance, Clearwater Mutual Aid CO-OP, Western Canadian Spill Services, One Ocean, Eastern Canada Response Corporation, Ottawa River Coalition, Ohio Chemistry Trade Council and the Environmental Citizens Action Committee.

Husky's Sustainability Commitment

Husky's sustainability is a key pillar of the financial well being of the Company. At the end of 2010, the Company presented its business strategy and set out a five-year plan with clearly defined financial goals and performance targets. Almost three years into that plan, the Company is meeting or exceeding its key performance indicators. While sustainability begins with a strong financial foundation, success is directly linked to how the Company conducts its business, whether it is by improving safety, enhancing environmental performance through innovative

ways to protect the environment, or in delivering lasting benefits to the communities. For further information, please see the Company's 2012 Community Report at www.huskyenergy.com.

- (1) "Crude Oil Forecast, Markets and Pipelines", June 2013, Canadian Association of Petroleum Producers
- (2) "Short-Term Energy Outlook", January 2014, U.S. Energy Information Administration
- (3) "Marketable Natural Gas production in Canada", January 7, 2014, National Energy Board
- (4) "Reducing Greenhouse Gases", July 2013, Environment Canada

RISK FACTORS

The following provides a list of the most significant risks relating to Husky and its operations that should be considered when purchasing securities of Husky. Husky has developed an enterprise risk matrix to identify risks to its people, the environment, its assets and its reputation, and to systematically mitigate these risks to an acceptable level.

Operational, Environmental and Safety Incidents

Husky's businesses are subject to inherent operational risks and hazards in respect to safety and the environment that require continuous vigilance. The Company seeks to minimize these operational risks and hazards by carefully designing and building its facilities and conducting its operations in a safe and reliable manner. However, failure to manage these operational risks and hazards effectively could result in unexpected incidents, including the release of restricted substances, fires, explosions, well blow-outs, marine catastrophe or mechanical failures and pipeline failures. The consequences of such events include personal injuries, loss of life, environmental damage, property damage, loss of revenues, fines, penalties, legal liabilities, disruption to operations, asset repair costs, remediation and reclamation costs, monitoring post-cleanup and/or reputational impacts that may affect the Company's license to operate. Remediation may be complicated by a number of factors including shortages of specialized equipment or personnel, extreme operating environments and the absence of appropriate or proven countermeasures to effectively remedy such consequences. Enterprise risk management, emergency preparedness, business continuity and security policies and programs are in place for all operating areas, and are routinely exercised. The Company, in accordance with industry practice, maintains insurance coverage against losses from certain of these risks and hazards. Nonetheless, insurance proceeds may not be sufficient to cover all losses, and insurance coverage may not be available for all types of operational risks and hazards.

Commodity Price Volatility

Husky's results of operations and financial condition are dependent on the prices received for its crude oil and natural gas production. Lower prices for crude oil and natural gas could adversely affect the value and quantity of Husky's oil and gas reserves. Husky's reserves include significant quantities of heavier grades of crude oil that trade at a discount to light crude oil. Heavier grades of crude oil are typically more expensive to produce, process, transport and refine into high value refined products. Refining and transportation capacity for heavy crude oil is limited and planned increases of North American heavy crude oil production may create the need for additional heavy oil refining and transportation capacity. As a result, wider price differentials could have adverse effects on Husky's financial performance and condition, reduce the value and quantities of Husky's heavier crude oil reserves and delay or cancel projects that involve the development of heavier crude oil resources. There is no guarantee that planned pipeline development projects will provide sufficient transportation capacity and access to refining capacity to accommodate expected increases in North American heavy crude oil production.

Prices for crude oil are based on world supply and demand. Supply and demand can be affected by a number of factors including, but not limited to, actions taken by OPEC, non-OPEC crude oil supply, social conditions in oil producing countries, the occurrence of natural disasters, general and specific economic conditions, prevailing weather patterns and the availability of alternate sources of energy.

Husky's natural gas production is currently located entirely in Western Canada and is, therefore, subject to North American market forces. North American natural gas supply and demand is affected by a number of factors including, but not limited to, the amount of natural gas available to specific market areas either from the well head or from storage facilities, prevailing weather patterns, the price of crude oil, the U.S. and Canadian economies, the occurrence of natural disasters and pipeline restrictions.

In certain instances, the Company uses derivative commodity instruments to manage exposure to price volatility on a portion of its oil and gas production and firm commitments for the purchase or sale of crude oil and natural gas.

The fluctuations in crude oil and natural gas prices are beyond Husky's control and accordingly, could have a material adverse effect on the Company's business, financial condition and cash flow. For information on 2013 commodity price sensitivities, refer to Section 3.0 of the 2013 Annual Management Discussion and Analysis.

Reservoir Performance Risk

Lower than projected reservoir performance on the Company's key growth projects could have a material impact on the Company's financial position, medium to long-term business strategy and cash flow. Inaccurate appraisal of

large project reservoirs could result in missed production, revenue and earnings targets, and could negatively affect the Company's reputation, investor confidence and the Company's ability to deliver on its growth strategy.

To maintain the Company's future production of crude oil, natural gas and NGL and maintain the value of the reserves portfolio, additional reserves must be added through discoveries, extensions, improved recovery, performance related revisions and acquisitions. The production rate of oil and gas properties tends to decline as reserves are depleted, while the associated unit operating costs increase. To mitigate the effects of this, the Company must undertake successful exploration and development programs, increase the recovery factor from existing properties through applied technology, and identify and execute strategic acquisitions of proved developed and undeveloped properties and unproved prospects. Maintaining an inventory of potential development projects depends on, among other things, obtaining and renewing rights to explore, develop and produce oil and natural gas, drilling success, completing long-lead time capital intensive projects on budget and on schedule and the application of successful exploitation techniques on mature properties.

Restricted Market Access and Pipeline Interruptions

Husky's results depend upon its ability to deliver products to the most attractive markets. The Company's results could be impacted by restricted market access resulting from a lack of pipeline or other transportation alternatives to attractive markets as well as by regulatory and/or other marketplace barriers. The interruptions and restrictions may be caused by the inability of a pipeline to operate, or they can be related to capacity constraints as the supply of feedstock into the system exceeds the infrastructure capacity. With growing conventional and oil sands production across North America and limited availability of infrastructure to carry the Company's products to the marketplace, oil and natural gas transportation capacity is expected to be restricted in the next few years. Restricted market access may potentially have a material impact on the Company's financial position, medium to long-term business strategy, cash flow and corporate reputation. Unplanned shutdowns and closures of Husky's refineries or upgrader may limit the Company's ability to deliver product with negative implications on sales from operating activities.

Security and Terrorist Threats

A security threat or terrorist attack on a facility owned or operated by the Company could result in the interruption or cessation of key elements of its operations. Security and terrorist threats may also impact the Company's personnel, which could result in death, injury, hostage taking and/or kidnapping. This could have a material impact on the Company's financial position, business strategy and cash flow.

International Operations

International operations can expose the Company to uncertain political, economic and other risks. The Company's operations in certain jurisdictions may be adversely affected by political, economic or social instability or events. These events may include, but are not limited to: onerous fiscal policy, renegotiation or nullification of agreements, imposition of onerous regulation, changes in laws governing existing operations, financial constraints, including currency and exchange rate fluctuations, and unreasonable taxation. This could adversely affect the Company's interest in its foreign operations and future profitability.

Gas Offtake

The potential inability to deliver an effective gas storage solution as inventories grow over the life of the White Rose field may potentially result in prolonged shutdown of these operations. This could have a material impact on the Company's financial position, medium to long-term business strategy and cash flow.

Skills and Human Resource Shortage

The Company recognizes that a robust, productive, and healthy workforce drives efficiency, effectiveness, and financial performance. Attracting and retaining qualified and skilled labour is critical to the successful execution of Husky's current and future business strategies. However, a tight labour market, an insufficient number of qualified candidates, and an aging workforce are factors that could precipitate a human resource risk for the Company. Failure to manage any of the foregoing developments, retain current employees and attract new skilled employees could materially affect the Company's ability to conduct its business.

Major Project Execution

The Company manages a variety of major projects relating to oil and gas exploration, development and production. Risks associated with the execution of Husky's major projects, as well as the commissioning and integration of new assets into its existing infrastructure, may result in cost overruns, project or production delays, and missed financial targets, thereby eroding project economics. Typical project execution risks include: the availability and cost of capital, inability to find mutually agreeable parameters with key project partners for large growth projects, availability of manufacturing and processing capacity, faulty construction and design errors, labour disruptions, bankruptcies, productivity issues affecting Husky directly or indirectly, unexpected changes in the scope of a project, health and safety incidents, need for government approvals or permits, unexpected cost increases, availability of qualified and skilled labour, availability of critical equipment, severe weather, and availability and proximity of pipeline capacity.

Partner Misalignment

Joint venture partners operate a portion of Husky's assets in which the Company has an ownership interest. Husky is at times dependent upon its partners for the successful execution of various projects. If a dispute with partners were to occur over the development and operation of a project, or if partners were unable to fund their contractual share of the capital expenditures, a Husky project may be delayed and the Company may be partially or totally liable for its partner's share of the project.

Reserves Data, Future Net Revenue and Resource Estimates

The reserves data in this AIF represent estimates only. The accurate assessment of oil and gas reserves is critical to the continuous and effective management of the Company's Upstream assets. Reserves estimates support various investment decisions about the development and management of resource plays. In general, estimates of economically recoverable crude oil and gas reserves and the future net cash flow therefrom are based upon a number of variable factors and assumptions, such as product prices, future operating and capital costs, historical production from the properties, and the assumed effects of regulation by governmental agencies, including with respect to royalty payments, all of which may vary considerably from actual results. All such estimates are to some degree uncertain and classifications of reserves are only attempts to define the degree of uncertainty involved. Estimates of the economically recoverable oil and gas reserves attributable to any particular group of properties, prepared by different engineers or by the same engineers at different times, may vary substantially. All reserves estimates at times, rely on indirect measurement techniques to estimate the size and recoverability of the resource. While new technologies have increased the accuracy and efficacy of these techniques, there remains the potential for human or systemic error in recording and reporting the magnitude of the Company's oil and gas reserves. Inaccurate appraisal of large project reservoirs could result in missed production, revenue and earnings targets, and could negatively affect the Company's reputation, investor confidence, and the Company's ability to deliver on its growth strategy.

Government Regulation

Given the scope and complexity of Husky's operations, the Company may be subject to regulation and intervention by governments at the federal, provincial, state and municipal levels in the countries in which it conducts its operations or exploratory activities. As these governments continually balance competing demands from different interest groups and stakeholders, the Company recognizes that the magnitude of regulatory risks has the potential to change over time. Changes in government policy, legislation or regulation could impact the Company's existing and planned projects as well as impose costs of compliance, increase capital expenditures and operating expenses, and expose the Company to other risks including environmental and safety risks. Examples of the Company's regulatory risks include, but are not limited to, uncertain or negative interactions with governments, uncertain energy policies, environmental and safety controls related to the reduction of greenhouse gasses and other emissions, penalties, taxes, royalties, government fees, anti-corruption laws, reserves access, limitations or increases in costs relating to the exportation of commodities, restrictions on the acquisition of exploration and production rights and land tenure, expropriation or cancellation of contract rights, limitations on control over the development and abandonment of fields, and loss of licenses to operate.

Environmental Regulation

Husky anticipates that changes in environmental legislation may require reductions in emissions from its operations and result in increased capital expenditures. Further changes in environmental legislation could occur, which may result in stricter standards and enforcement, larger fines and liabilities, and increased capital expenditures and operating costs, which could have a material adverse effect on Husky's financial condition and results of operations.

Following the 2010 Deepwater Horizon oil spill in the Gulf of Mexico, the United States implemented stricter regulation of offshore oil and gas operations with respect to operations in the Outer Continental Shelf, including in the Gulf of Mexico. Further regulation, increased financial assurance requirements and increased caps on liability are likely to be applied to offshore oil and gas operations in these areas. In the event that similar changes in environmental regulation occur with respect to Husky's operations in the Atlantic or Asia Pacific Regions, such changes could increase the cost of complying with environmental regulation in connection with these operations and have a material adverse impact on Husky's operations.

The transportation of crude oil by rail is an emerging issue for the petroleum industry. There have been four major incidents in the past eight months involving Bakken crude oil transported on rail, and federal and industry reviews of regulations and equipment standards are underway. In January 2014, Transport Canada announced proposed regulatory amendments to further improve the safety of the transportation of dangerous goods by rail. This may result in stricter standards, larger fines and liabilities, and increased capital expenditures for the petroleum industry.

Climate Change Regulation

Husky continues to monitor the international and domestic efforts to address climate change, including international low carbon fuel standards and regulations and emerging regulations in the jurisdictions in which the Company operates. Existing regulations in Alberta require facilities that emit more than 100,000 tonnes of carbon dioxide equivalent in a year to reduce their emissions intensity by up to 12% below an established baseline emissions intensity. These regulations currently affect Husky's Ram River Gas Plant and Tucker Thermal Oil Facility and are anticipated to affect the Sunrise Energy Project when it begins to produce oil. British Columbia currently has a \$30 per tonne carbon tax that is placed on fuel Husky uses in that jurisdiction, which affects all of Husky's operations in British Columbia. The Saskatchewan government is anticipated to release regulations similar to Alberta's and the Federal Government of Canada has announced pending regulations for the oil and gas sector. Climate change regulations may become more onerous over time as public and political pressures increase to implement initiatives that further reduce the emissions of greenhouse gases. Although the impact of emerging regulation is uncertain, they may adversely affect the Company's operations and increase costs.

In addition, the Company's operations may be materially impacted by application of the EPA's climate change rules or by future U.S. greenhouse gas legislation that applies to the oil and gas industry or the consumption of petroleum products or by these or any further restrictive regulations issued by the EPA. Such legislation or regulation could require Husky's U.S. refining operations to significantly reduce emissions and/or purchase allowances, which may increase capital and operating expenditures.

Competition

The energy industry is highly competitive with respect to gaining access to the resources required to increase oil and gas reserves and production and gain access to markets. Husky competes with others to acquire prospective lands, retain drilling capacity and field operating and construction services, obtain sufficient pipeline and other transportation capacity, gain access to and retain adequate markets for its products and services, and gain access to capital markets. Husky's ability to successfully complete development projects could be adversely affected if it is unable to acquire economic supplies and services due to competition. Subsequent increases in the cost of or delays in acquiring supplies and services could result in uneconomic projects. Competitors comprise all types of energy companies, some of which have greater resources.

Internal Credit Risk

Credit ratings affect Husky's ability to obtain short-term and long-term financing and the cost of such financing. Additionally, the ability of Husky to engage in ordinary course derivative or hedging transactions and maintain ordinary course contracts with customers and suppliers on acceptable terms depends on Husky's credit ratings. A reduction in the current rating on Husky's debt by one or more of its rating agencies, particularly a downgrade below investment grade ratings or a negative change in Husky's ratings outlook could adversely affect Husky's cost of financing and its access to sources of liquidity and capital. Credit ratings are intended to provide investors with an independent measure of credit quality of any issuer of securities. The credit ratings accorded to Husky's securities by the rating agencies are not recommendations to purchase, hold or sell the securities in as much as such ratings do not comment as to market price or suitability for a particular investor. Any rating may not remain in effect for any given period of time or may be revised or withdrawn entirely by a rating agency in the future if in its judgment circumstances so warrant.

General Economic Conditions

General economic conditions may have a material adverse effect on the Company's results of operations, liquidity and financial condition. A decline in economic activity will reduce demand for petroleum products and adversely affect the price the Company receives for its commodities. The Company's cash flow could decline, assets could be impaired, future access to capital could be restricted, and major development projects could be delayed or abandoned.

Cost or Availability of Oil and Gas Field Equipment

The cost or lack of availability of oil and gas field equipment could adversely affect the Company's ability to undertake exploration, development and construction projects. The oil and gas industry is cyclical in nature and is prone to shortages of supply of equipment and services including land and offshore drilling rigs, land and offshore geological and geophysical services, engineering and construction services and construction materials. These materials and services may not be available, when required, at reasonable prices.

Climatic Conditions

Extreme climatic conditions may have significant adverse effects on operations. The predictability of the demand for energy is affected to a large degree by the predictability of weather and climate. In addition, the Company's exploration, production and construction operations, or disruptions to the operations of major customers or suppliers, can be affected by extreme weather. This may result in cessation or diminishment of production, delay of exploration and development activities or delay of plant construction. All of these could potentially cause adverse financial impacts.

Financial Risks

Husky's financial risks are largely related to commodity price risk, foreign currency risk, interest rate risk, credit risk, and liquidity risk. From time to time, Husky uses derivative financial instruments to manage its exposure to these risks. These derivative financial instruments are not intended for trading or speculative purposes. For a discussion of commodity price risk, see "Risk Factors - Commodity Price Volatility".

Foreign Currency Risk

Husky's results are affected by the exchange rates between various currencies including the Canadian and U.S. dollars. The majority of Husky's expenditures are in Canadian dollars while the majority of the Company's revenues are received in U.S. dollars from the sale of oil and gas commodities that receive prices determined by reference to U.S. benchmark prices. An increase in the value of the Canadian dollar relative to the U.S. dollar will decrease the revenues received from the sale of oil and gas commodities. Correspondingly, a decrease in the value of the Canadian dollar relative to the U.S. dollar will increase the revenues received from the sale of oil and gas commodities. In addition, a change in the value of the Canadian dollar against the U.S. dollar will result in an increase or decrease in Husky's U.S. dollar denominated debt and related interest expense, as expressed in Canadian dollars. The fluctuations in exchange rates are beyond Husky's control, and accordingly, could have a material adverse effect on the Company's business, financial condition and cash flow.

The Company enters into short-dated foreign exchange contracts to fix the exchange rate for conversion of U.S. revenue dollars to hedge against these potential fluctuations. Husky also designates a portion of its U.S. debt as a hedge of the Company's net investment in the U.S. refining operations, which are considered as a foreign functional currency. At December 31, 2013, the amount that the Company designated was U.S. \$3.2 billion (December 31, 2012 - U.S. \$2.8 billion).

Interest Rate Risk

Interest rate risk is the impact of fluctuating interest rates on earnings, cash flows and valuations. In order to manage interest rate risk and the resulting interest expense, Husky mitigates some of its exposure to interest rate changes by maintaining a mix of both fixed and floating rate debt through the use of its credit facilities and various financial instruments. The optimal mix maintained will depend on market conditions. Husky may also enter into interest rate swaps from time to time as an additional means of managing current and future interest rate risk.

Credit Risk

Credit risk represents the financial loss that the Company would suffer if the Company's counterparties in a transaction fail to meet or discharge their obligation to the Company. Husky actively manages this exposure to credit and contract execution risk from both a customer and a supplier perspective. Internal credit policies govern Husky's credit portfolio and limit transactions according to a counterparty's and a supplier's credit quality. Counterparties for all financial derivatives transacted by Husky are major financial institutions or counterparties with investment grade credit ratings.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. Liquidity risk also includes the risk of not being able to liquidate assets in a timely manner at a reasonable price. The Company's process for managing liquidity risk includes ensuring, to the extent possible, that it has access to multiple sources of capital including: cash and cash equivalents, cash from operating activities, undrawn credit facilities, and the availability to raise capital from various debt capital markets, including under its shelf prospectuses. The availability of capital under its shelf prospectuses is dependent on market conditions.

HUSKY EMPLOYEES

The number of Husky's permanent employees was as follows:

	As at December 31,		
	2013	2012	2011
	5,479	5,178	4,726

DIVIDENDS

The following table shows the aggregate amount of the dividends per common share and Series 1 Preferred Shares of the Company declared payable in respect of its last three years ended December 31:

	2013	2012	2011
Dividends per Common Share	\$1.20	\$1.20	\$1.20
Dividends per Series 1 Preferred Share	\$1.11	\$1.11	\$0.87

Dividend Policy and Restrictions

Common Share Dividends

The Board of Directors has established a dividend policy that pays quarterly dividends of \$0.30 (\$1.20 annually) per common share. The declaration and payment of dividends are at the discretion of the Board of Directors, which will consider earnings, capital requirements and financial condition of Husky, the satisfaction of the applicable solvency test in Husky's governing corporate statute, the *Business Corporations Act* (Alberta), and other relevant factors.

Prior to December 2013, shareholders had the ability to receive dividends in common shares or in cash. Quarterly dividends were declared in an amount expressed in dollars per common share and could be paid by way of issuance of a fraction of a common share per outstanding common share determined by dividing the dollar amount of the dividend by the volume weighted average trading price of the common shares on the principal stock exchange on which the common shares are traded. The volume weighted average trading price of the common shares was calculated by dividing the total value by the total volume of common shares traded over the five trading day period immediately prior to the payment date of the dividend on the common shares. The Board of Directors discontinued the payment of dividends by way of the issuance of common shares effective with the dividend declaration in February 2014.

Husky's dividend policy will continue to be reviewed and there can be no assurance that further dividends will be declared or the amount of any future dividend.

Series 1 Preferred Share Dividends

Holders of Series 1 Preferred Shares are entitled to receive a cumulative quarterly fixed dividend, payable on the last day of March, June, September and December in each year, yielding 4.45% annually for the initial period ending March 31, 2016, as and when declared by the Board of Directors. Thereafter, the dividend rate will be reset every five years at a rate equal to the 5-year Government of Canada bond yield plus 1.73%. Holders of Series 1 Preferred Shares will have the right, at their option, to convert their shares into Series 2 Preferred Shares, subject to certain conditions, on March 31, 2016 and on March 31 every five years thereafter. Holders of the Series 2 Preferred Shares are entitled to receive a cumulative quarterly floating rate dividend at a rate equal to the three-month Government of Canada Treasury Bill yield plus 1.73% as and when declared by the Board of Directors.

DESCRIPTION OF CAPITAL STRUCTURE

Common Shares

Husky is authorized to issue an unlimited number of no par value common shares. Holders of common shares are entitled to receive notice of and attend all meetings of shareholders, except meetings at which only holders of a specified class or series of shares are entitled to vote, and are entitled to one vote per common share held. Holders of common shares are also entitled to receive dividends as declared by the Board of Directors on the common shares payable in whole or in part as a stock dividend in fully paid and non-assessable common shares or by the payment of cash. During 2013, the Board of Directors discontinued the payment of dividends by way of the issuance of common shares. The change was effective with the dividend declaration in February 2014. Holders are also entitled to receive the remaining property of Husky upon dissolution in equal rank with the holders of all other common shares. See “Dividend Policy and Restrictions.”

Preferred Shares

Husky is authorized to issue an unlimited number of no par value preferred shares. The preferred shares as a class have attached thereto the rights, privileges, restrictions and conditions set forth below.

The preferred shares may from time to time be issued in one or more series, and the Board of Directors may fix from time to time before such issue the number of preferred shares which is to comprise each series and the designation, rights, privileges, restrictions and conditions attached to each series of preferred shares including, without limiting the generality of the foregoing, any voting rights, the rate or amount of dividends or, the method of calculating dividends, the dates of payment thereof, the terms and conditions of redemption, purchase and conversion if any, and any sinking fund or other provision.

The preferred shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding up of Husky, whether voluntary or involuntary, or any other return of capital or distribution of assets of Husky amongst its shareholders for the purpose of winding up its affairs, be entitled to preference over the common shares of Husky and over any other shares of Husky ranking by their terms junior to the preferred shares of that series. The preferred shares of any series may also be given such other preferences over the common shares of Husky and any other such preferred shares.

If any cumulative dividends or amounts payable on the return of capital in respect of a series of preferred shares are not paid in full, all series of preferred shares shall participate ratably in respect of accumulated dividends and return of capital.

In 2011, Husky issued 12 million Series 1 Preferred Shares and authorized the issuance of 12 million Series 2 Preferred Shares. See “Dividend Policy and Restrictions - Series 1 Preferred Share Dividends.”

Liquidity Summary

The following information relating to Husky's credit ratings is provided as it relates to Husky's financing costs, liquidity and operations. Specifically, credit ratings affect Husky's ability to obtain short-term and long-term financing and the cost of such financing. Additionally, the ability of Husky to engage in certain collateralized business activities on a cost effective basis depends on Husky's credit ratings. A reduction in the current rating on Husky's debt by one or more of its rating agencies, particularly a downgrade below investment grade ratings, or a negative change in Husky's ratings outlook could adversely affect Husky's cost of financing and its access to sources of liquidity and capital. In addition, changes in credit ratings may affect Husky's ability to enter, and the associated costs of entering, (i) into ordinary course derivative or hedging transactions, which may require Husky to post additional collateral under certain of its contracts, and (ii) into and maintaining ordinary course contracts with customers and suppliers on acceptable terms.

	Outlook	Rating
Moody's		
Senior Unsecured Debt	Stable	Baa2
Standard and Poor's		
Senior Unsecured Debt	Stable	BBB+
Series 1 Preferred Shares	Stable	P-2 (low)
Dominion Bond Rating Service		
Senior Unsecured Debt	Stable	A (low)
Series 1 Preferred Shares	Stable	Pfd-2 (low)

Credit ratings are intended to provide investors with an independent measure of credit quality of any issuer of securities. The credit ratings accorded to Husky's securities by the rating agencies are not recommendations to purchase, hold or sell the securities inasmuch as such ratings do not comment as to market price or suitability for a particular investor. Any rating may not remain in effect for any given period of time or may be revised or withdrawn entirely by a rating agency in the future, if in its judgment, circumstances so warrant.

Moody's

Moody's credit rating system ranges from Aaa (highest) to C (lowest). Debt securities rated within the Baa category are considered medium grade debts; they are neither highly protected nor poorly secured. Interest payments and principal security appear to be adequate at the time of the rating; however, they are subject to potential adverse circumstances over time. As a result, these debt securities possess some speculative characteristics. The addition of a 1, 2 or 3 modifier indicates an additional relative standing within the general rating classification. The addition of the modifier 1 indicates the debt is positioned in the top one-third of the general rating classification, 2 indicates the mid one-third and 3 indicates the bottom one-third.

Standard and Poor's

Standard and Poor's credit rating system for debt ranges from AAA (highest) to D (lowest). Debt securities rated within the BBB category are considered to possess adequate protection parameters. However, they could potentially change subject to adverse economic conditions or other circumstances that may result in reduced capacity of the debtor to continue to meet principal and interest payments. As a result, these debt securities possess some speculative characteristics. The addition of the modifier + or - indicates the debt is positioned above (+) or below (-) the mid range of the general category.

Standard and Poor's began rating Husky's Series 1 Preferred Shares on its Canadian preferred share scale on March 11, 2011. Preferred share ratings have a direct correlation to the degree of creditworthiness provided by the debt ratings system, except that ratings on preferred shares refer to the entity's ability to fulfill the obligations specific to the preferred shares. A P-2 (low) rating on the Canadian preferred share rating scale is equivalent to a BBB- rating on the debt rating scale.

Dominion Bond Rating Service

Dominion Bond Rating Service's credit rating system for debt ranges from AAA (highest) to D (lowest). Debt securities rated within the A category are considered to be of satisfactory credit quality. Protection of interest and principal is considered acceptable, but the debtor is susceptible to adverse changes in financial and economic conditions, or there may be other adverse conditions present which reduce the strength of the debtor and its rated debt. The addition of the high or low modifier denotes that the rating is either above or below the mid range of the general rating category.

Dominion Bond Rating Service began rating Husky's Series 1 Preferred Shares on its Canadian preferred share scale on March 10, 2011. Preferred share ratings have a direct correlation to the degree of creditworthiness provided by the debt ratings system, except that ratings on preferred shares refers to the entity's ability to fulfill the obligations specific to the preferred shares. A Pfd-2(low) rating on the Canadian preferred share rating scale is equivalent to an A category rating on the debt rating scale.

MARKET FOR SECURITIES

Husky's common shares and Series 1 Preferred Shares are listed and posted for trading on the Toronto Stock Exchange under the respective trading symbols "HSE" and "HSE.PR.A". The Series 1 Preferred Shares began trading on the Toronto Stock Exchange on March 18, 2011.

The following table discloses the trading price range and volume of Husky's common shares traded on the Toronto Stock Exchange during Husky's financial year ended December 31, 2013:

	High	Low	Volume (000's)
January	32.34	28.80	21,764
February	31.94	30.16	17,680
March	31.97	28.86	21,277
April	30.35	27.29	19,157
May	31.51	28.50	17,433
June	29.76	26.97	17,584
July	30.68	27.25	16,477
August	30.22	28.75	13,572
September	30.37	28.77	14,235
October	30.09	28.50	17,472
November	31.09	29.37	17,172
December	33.85	29.96	17,374

The following table discloses the trading price range and volume of the Series 1 Preferred Shares traded on the Toronto Stock Exchange during Husky's financial year ended December 31, 2013:

	High	Low	Volume (000's)
January	26.73	25.98	440
February	26.89	26.10	414
March	26.98	26.42	336
April	26.76	25.50	511
May	26.22	25.30	135
June	25.74	23.02	172
July	25.00	23.27	180
August	24.00	22.53	164
September	23.95	23.00	159
October	23.39	22.45	293
November	23.94	22.70	481
December	23.92	22.36	315

DIRECTORS AND OFFICERS

The following are the names and residences of the directors and officers of Husky as of the date of this AIF, their positions and offices with Husky and their principal occupations for at least the five preceding years. Each director will hold office until the Company's next annual meeting or until his or her successor is appointed or elected.

Directors

<u>Name & Residence</u>	<u>Office or Position</u>	<u>Principal Occupation During Past Five Years</u>
Li, Victor T.K. Hong Kong Special Administrative Region	Co-Chair Director of Husky since August 2000	<p>Mr. Li is Managing Director, Deputy Chairman and Chairman of the Executive Committee of Cheung Kong (Holdings) Limited (a public investment holding and project management company).</p> <p>Mr. Li is also Deputy Chairman and Executive Director of Hutchison Whampoa Limited (an investment holding company); Chairman and Executive Director of Cheung Kong Infrastructure Holdings Limited (an infrastructure company) and of CK Life Sciences Int'l, (Holdings) Inc. (a biotechnology company); a Non-Executive Director of Power Assets Holdings Limited (a holding company) (re-designated from an Executive Director to a Non-Executive Director since January 2014); and a non-executive Director of The Hongkong and Shanghai Banking Corporation Limited. Mr. Li is also the Deputy Chairman of Li Ka Shing Foundation Limited, Li Ka Shing (Overseas) Foundation and Li Ka Shing (Canada) Foundation.</p> <p>Mr. Li is a member of the Standing Committee of the 12th National Committee of the Chinese People's Political Consultative Conference of the People's Republic of China and he is also a member of the Council for Sustainable Development of the Hong Kong Special Administrative Region and Vice Chairman of the Hong Kong General Chamber of Commerce. Mr. Li is also the Honorary Consul of Barbados in Hong Kong.</p> <p>Mr. Li holds a Bachelor of Science degree in Civil Engineering and a Master of Science degree in Structural Engineering, both received from Stanford University in 1987. He obtained an honorary degree, Doctor of Laws, honoris causa (LL.D.) from The University of Western Ontario in 2009.</p>

Fok, Canning K.N. Hong Kong Special Administrative Region	Co-Chair and Chair of the Compensation Committee Director of Husky since August 2000	<p>Mr. Fok is Group Managing Director and an Executive Director of Hutchison Whampoa Limited.</p> <p>Mr. Fok is Chairman and a Director of Hutchison Harbour Ring Limited, Hutchison Telecommunications Hong Kong Holdings Limited, Hutchison Telecommunications (Australia) Limited, Hutchison Port Holdings Management Pte. Limited as the trustee-manager of Hutchison Port Holdings Trust, Power Assets Holdings Limited, HK Electric Investments Manager Limited as the trustee-manger of HK Electric Investments, and HK Electric Investments Limited. Mr. Fok is Deputy Chairman and an Executive Director of Cheung Kong Infrastructure Holdings Limited, a Non-Executive Director of Cheung Kong (Holdings) Limited and Alternate Director to a Director of Hutchison Telecommunications Hong Kong Holdings Limited. Mr. Fok was also Chairman and a Director of Partner Communications Company Ltd. from 1998 to 2009 and Chairman and Non-Executive Director of Hutchison Telecommunications International Limited from 2004 to 2010.</p> <p>Mr. Fok obtained a Bachelor of Arts degree from St. John's University, Minnesota in 1974 and a Diploma in Financial Management from the University of New England, Australia in 1976. He has been a member of the Institute of Chartered Accountants in Australia since 1979.</p>
Bradley, Stephen E. Beijing, People's Republic of China	Member of Corporate Governance Committee Director of Husky since July 2010	<p>Mr. Bradley is a Director of Broadlea Group Ltd., Vice Chairman, Beijing Uni-Alliance Property Development Co. Ltd., Senior Consultant, ICAP (Asia Pacific) Ltd. and a Director of Swire Properties Ltd. (Hong Kong).</p> <p>Mr. Bradley entered the British Diplomatic Service in 1981 and served in various capacities, including Director of Trade & Investment Promotions (Paris) from 1999 to 2002; Minister, Deputy Head of Mission & Consul-General (Beijing) from 2002 to 2003 and HM Consul-General (Hong Kong) from 2003 to 2008. Mr. Bradley also worked in the private sector as Marketing Director, Guinness Peat Aviation (Asia) from 1987 to 1988 and Associate Director, Lloyd George Investment Management (now part of BMO Global Asset Management) from 1993 to 1995. Mr. Bradley retired from the Diplomatic Service in 2009.</p> <p>Mr. Bradley obtained a Bachelor of Arts degree from Balliol College, Oxford University in 1980 and a post-graduate diploma from Fudan University, Shanghai in 1981.</p>
Ghosh, Asim Alberta, Canada	President & Chief Executive Officer Director of Husky since May 2009	<p>Mr. Ghosh was appointed the President & Chief Executive Officer of Husky on June 1, 2010. Prior thereto Mr. Ghosh was the Managing Director and Chief Executive Officer of Vodafone India Limited (formerly Vodafone Essar Limited) (a telecommunications company) until March 2009.</p>

Mr. Ghosh began his career with Procter & Gamble in Canada in 1971 and subsequently worked with Rothmans International in what was then its Carling O’Keefe subsidiary from 1980 to 1988, his last position being Senior Vice President of the brewery operations. In 1989, Mr. Ghosh moved to India as the Chief Executive Officer of the Pepsi Foods (Frito Lay) start up in India. From 1991 to 1998 he held senior executive positions and then the position of Chief Executive Officer of the A S Watson Industries subsidiary (a manufacturer of consumer goods) of Hutchison Whampoa Limited. In August 1998, he became Managing Director and Chief Executive Officer of the company that would become Vodafone India Limited.

Mr. Ghosh was Chairman of the Cellular Operators Association of India and of the National Telecom Committee of the Confederation of Indian Industries. He is an independent director of Kotak Mahindra Bank Limited, a listed bank in India, and was on the Board of Directors of Vodafone India Limited until February 2010. Mr. Ghosh is also a director of the Li Ka Shing (Canada) Foundation and a member of the Board of Directors of the Canadian Council of Chief Executives.

Mr. Ghosh obtained an undergraduate degree in Electrical Engineering from the Indian Institute of Technology in 1969 and received a Master’s degree in Business Administration from the Wharton School, University of Pennsylvania in 1971.

Glynn, Martin J.G.
British Columbia,
Canada

Chair of the Corporate
Governance Committee
and a Member of the
Compensation
Committee
Director of Husky since
August 2000

Mr. Glynn is a Director of VinaCapital Vietnam Opportunity Fund Limited (an investment fund), Sun Life Financial Inc., Sun Life Assurance Company of Canada and Chair of UBC Investment Management Trust Inc. He was also recently appointed to the Public Sector Pension Investment Board.

Mr. Glynn was a Director from 2000 to 2006 and President and Chief Executive Officer of HSBC Bank USA N.A. from 2003 until his retirement in 2006. Mr. Glynn was a Director of HSBC Bank Canada from 1999 to 2006 and President and Chief Executive Officer from 1999 to 2003.

Mr. Glynn obtained a Bachelor of Arts, Honours degree from Carleton University, Canada in 1974 and a Master’s degree in Business Administration from University of British Columbia in 1976.

Koh, Poh Chan
Hong Kong Special
Administrative Region

Director of Husky since
August 2000

Ms. Koh is Finance Director of Harbour Plaza Hotel Management (International) Ltd. (a hotel management company).

Ms. Koh is qualified as a Fellow Member (FCA) of the Institute of Chartered Accountants in England and Wales and is an Associate of the Canadian Institute of Chartered Accountants (CPA, CA) and the Chartered Institute of Taxation in the U.K. (CTA).

Ms. Koh graduated from the London School of Accountancy in 1971 and become a member of the Institute of Chartered Accountants in England and Wales in 1973.

Kwok, Eva L.
British Columbia,
Canada

Member of the
Compensation
Committee and the
Corporate Governance
Committee
Director of Husky since
August 2000

Mrs. Kwok is Chairman, a Director and Chief Executive Officer of Amara Holdings Inc. (a private investment holding company). Mrs. Kwok is also a Director of CK Life Sciences Int'l., (Holdings) Inc. and Cheung Kong Infrastructure Holdings Limited. Mrs. Kwok is also a director of the Li Ka Shing (Canada) Foundation.

Mrs. Kwok was a Director of Shoppers Drug Mart Corporation from 2004 to 2006 and of the Bank of Montreal Group of Companies until March 2009.

Mrs. Kwok obtained a Master's degree in Science from the University of London in 1967.

Kwok, Stanley T.L.
British Columbia,
Canada

Chair of the Health,
Safety and Environment
Committee
Director of Husky since
August 2000

Mr. Kwok is a Director and President of Stanley Kwok Consultants (a planning and development company). Mr. Kwok is also a Director and President of Amara Holdings Inc. and a Director of Cheung Kong (Holdings) Limited and CTC Bank of Canada.

Mr. Kwok obtained a Bachelor of Science degree (Architecture) from St. John's University, Shanghai in 1949 and an A.A. Diploma from the Architectural Association School of Architecture in London, England in 1954.

Ma, Frederick S. H.
Hong Kong Special
Administrative Region

Member of the Audit
Committee and the
Health, Safety and
Environment Committee
Director of Husky since
July 2010

Mr. Ma has held senior management positions in international financial institutions and Hong Kong Special Administrative Region publicly listed companies in his career. He was also a former Principal Official with the Hong Kong Special Administrative Region Government.

In addition to being a Director of Husky Energy Inc., he is currently an independent Non-Executive Director and Chairman of the Audit Committee of Agricultural Bank of China Limited and Aluminum Corporation of China Limited and an independent Non-Executive Director of Hutchison Port Holdings Management Pte. Limited and MTR Corporation Limited. Mr. Ma is also a Non-Executive Director of COFCO Corporation, China Mobile Communications Corporation and FWD Group Management Holdings Limited.

In July 2002, Mr. Ma joined the Government of the Hong Kong Special Administrative Region as the Secretary for Financial Services and the Treasury. He assumed the post of Secretary for Commerce and Economic Development in July 2007, but resigned from the Government in July 2008 due to medical reasons. Mr. Ma was appointed as a member of the International Advisory Council of China Investment Corporation in July 2009. In January 2013, he was appointed as a member of the Global Advisory Council of Bank of America. Mr. Ma was appointed as an Honorary Professor of the School of Economics and Finance at the University of Hong Kong in October 2008 and as a Professor of Finance Practice of the Institute of Advanced Executive Education at the Hong Kong Polytechnic University in July 2012. In August 2013, he was appointed as an Honorary Professor of the Faculty of Business Administration at the Chinese University of Hong Kong.

Mr. Ma obtained a Bachelor of Arts (Honours) degree in Economics and History from the University of Hong Kong in 1973.

Magnus, George C.
Hong Kong Special
Administrative Region

Member of the Audit
Committee
Director of Husky since
July 2010

Mr. Magnus has been a Non-Executive Director of Cheung Kong (Holdings) Limited since November 2005. He has also been a Non-Executive Director of Hutchison Whampoa Limited, Cheung Kong Infrastructure Holdings Limited and Power Assets Holdings Limited (formerly Hongkong Electric Holdings Limited) since 2005.

Mr. Magnus acted as an Executive Director of Cheung Kong (Holdings) Limited from 1980 and as Deputy Chairman from 1985 until his retirement from these positions in October 2005. He served as Deputy Chairman of Hutchison Whampoa Limited from 1985 to 1993 and as Executive Director from 1993 to 2005. He also served as Chairman of Hongkong Electric Holdings Limited (now known as Power Assets Holdings Limited) from 1993 to 2005.

Mr. Magnus obtained a Master's degree in Economics from King's College, Cambridge University in 1963.

McGee, Neil D.
Luxembourg

Member of the Health,
Safety and Environment
Committee
Director of Husky since
November 2012

Mr. McGee is the Managing Director of Hutchison Whampoa Luxembourg Holdings S.à r.l. He is an Executive Director of Power Assets Holdings Limited. Prior to his joining Hutchison Whampoa Luxembourg, he served as Group Finance Director of Power Assets Holdings Limited from 2006 to 2012, Chief Financial Officer of Husky Oil Limited from 1998 to 2000 and Chief Financial Officer of Husky Energy Inc. from 2000 to 2005. Before joining Husky Oil Limited in 1998, Mr. McGee held various financial, legal and corporate secretarial positions within the Hutchison Whampoa Group. Mr. McGee holds a Bachelor of Arts degree and a Bachelor of Laws degree from the Australian National University.

Russel, Colin S. Gloucestershire, United Kingdom	Member of the Audit Committee and the Health, Safety and Environment Committee Director of Husky since February 2008	<p>Mr. Russel is the founder and Managing Director of Emerging Markets Advisory Services Ltd. (a business advisory company).</p> <p>Mr. Russel is a Director of Cheung Kong Infrastructure Holdings Limited, CK Life Sciences Int'l., (Holdings) Inc. and ARA Asset Management Pte. Ltd. Mr. Russel was the Canadian Ambassador to Venezuela, Consul General for Canada in Hong Kong, Director for China of the Department of Foreign Affairs, Ottawa, Director for East Asian Trade in Ottawa, Senior Trade Commissioner for Canada in Hong Kong, Director for Japan Trade in Ottawa and was in the Trade Commissioner Service for Canada in Spain, Hong Kong, Morocco, the Philippines, London and India. Previously, Mr. Russel was an international project manager with RCA Ltd., Canada and development engineer with AEI Ltd., UK</p> <p>Mr. Russel is a Professional Engineer and Qualified Commercial Mediator. He received his degree in Electrical Engineering in 1962 and a Master's degree in Business Administration in 1971 both from McGill University, Canada.</p>
Shaw, Wayne E. Ontario, Canada	Member of the Corporate Governance Committee and the Health, Safety and Environment Committee Director of Husky since August 2000	<p>Mr. Shaw is the President of Imperial Valley Holdings Ltd., and prior to his retirement in April 2013, a Senior Partner with Stikeman Elliott LLP, Barristers and Solicitors. Mr. Shaw is also a Director of the Li Ka Shing (Canada) Foundation.</p> <p>Mr. Shaw holds a Bachelor of Arts degree and a Bachelor of Laws degree, both received from the University of Alberta in 1967. He is a member of the Law Society of Upper Canada.</p>
Shurniak, William Saskatchewan, Canada	Deputy Chair and Chair of the Audit Committee Director of Husky since August 2000	<p>Mr. Shurniak is an independent Non-Executive Director of Hutchison Whampoa Limited and from May 2005 to June 2011 he was a Director and Chairman of Northern Gas Networks Limited (a private distributor of natural gas in Northern England).</p> <p>Mr. Shurniak also held the following positions until his return to Canada in 2005: Director and Chairman of ETSA Utilities (a utility company) since 2000, Powercor Australia Limited (a utility company) since 2000, CitiPower Pty Ltd. (a utility company) since 2002, and a director of Envestra Limited (a natural gas distributor) since 2000, CrossCity Motorways Pty Ltd. (an infrastructure and transportation company) since 2002 and Lane Cove Tunnel Company Pty Ltd. (an infrastructure and transportation company) since 2004.</p> <p>Mr. Shurniak obtained an Honorary Doctor of Laws degree from the University of Saskatchewan in May 1998 and from The University of Western Ontario in October 2000. In 2009 he was awarded the Saskatchewan Order of Merit by the government of the Province of Saskatchewan. In December 2012 Mr. Shurniak was a recipient of The Queen Elizabeth II Diamond Jubilee Medal from the Lieutenant Governor of Saskatchewan.</p>

Sixt, Frank J.
Hong Kong Special
Administrative Region

Member of the
Compensation
Committee
Director of Husky since
August 2000

Mr. Sixt is Group Finance Director and Executive Director of Hutchison Whampoa Limited.

Mr. Sixt is also a Non-Executive Chairman of TOM Group Limited, an Executive Director of Cheung Kong Infrastructure Holdings Limited, a Non-Executive Director of Cheung Kong (Holdings) Limited, Hutchison Telecommunications Hong Kong Holdings Limited, Hutchison Port Holdings Management Pte. Limited as the trustee-manager of Hutchison Port Holdings Trust, and Power Assets Holdings Limited and a Director of Hutchison Telecommunications (Australia) Limited. Mr. Sixt is also a Director of the Li Ka Shing (Canada) Foundation. He was previously a Director of Partner Communications Company Ltd. from 1998 to 2009 and a Non-Executive Director of Hutchison Telecommunications International Limited from 2004 to 2010.

Mr. Sixt obtained a Master's degree in Arts from McGill University, Canada in 1978 and a Bachelor's degree in Civil Law from Université de Montréal in 1978. He is a member of the Bar and of the Law Society of the Provinces of Quebec and Ontario, Canada

Officers

Name and Residence	Office or Position	Principal Occupation During Past Five Years
Cowan, Alister Alberta, Canada	Chief Financial Officer	Chief Financial Officer of Husky since July 2008.
Peabody, Robert J. Alberta, Canada	Chief Operating Officer	Chief Operating Officer of Husky since January 2006.
Girgulis, James D. Alberta, Canada	Senior Vice President, General Counsel & Secretary	Vice President, Legal & Corporate Secretary of Husky since August 2000. Senior Vice President, General Counsel & Secretary since April 2012.

As at February 25, 2014, the directors and officers of Husky, as a group, beneficially owned or controlled or directed, directly or indirectly, 727,807 common shares of Husky, representing less than 1% of the issued and outstanding common shares.

Conflicts of Interest

The officers and directors of Husky may also become officers and/or directors of other companies engaged in the oil and gas business generally and which may own interests in oil and gas properties in which Husky holds or may in the future, hold an interest. As a result, situations may arise where the interests of such directors and officers conflict with their interests as directors and officers of other companies. In the case of the directors, the resolution of such conflicts is governed by applicable corporate laws that require that directors act honestly, in good faith and with a view to the best interests of Husky and, in respect of the *Business Corporations Act* (Alberta), Husky's governing statute that directors declare, and refrain from voting on, any matter in which a director may have a conflict of interest.

Corporate Cease Trade Orders or Bankruptcies

None of those persons who are directors or executive officers of Husky is or have been within the past ten years, a director, chief executive officer or chief financial officer of any company, including Husky and any personal holding companies of such person that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, for a period of more than 30 consecutive days, or after such persons ceased to be a director, chief executive officer or chief financial officer of the company was the subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, for a period of more than 30 consecutive days, which resulted from an event that occurred while such person was acting in such capacity.

In addition, none of those persons who are directors or executive officers of Husky is, or has been within the past ten years, a director or executive officer of any company, including Husky and any personal holding companies of such persons, that while such person was acting in that capacity, or within a year of that person ceasing to act in that capacity became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, other than as follows. Victor T. K. Li was a director of Star River Investment Limited, a Hong Kong Special Administrative Region company, until June 4, 2005, which commenced creditors voluntary wind up on September 28, 2004. Star River Investments Limited was owned as to 50% by Cheung Kong (Holdings) Limited and a wholly owned subsidiary of Cheung Kong (Holdings) Limited was the petitioning creditor. The company was subsequently dissolved on June 4, 2005. Mr. Glynn was director of MF Global Holdings Ltd. when it filed for Chapter 11 bankruptcy in the United States on October 31, 2011. Mr. Glynn is no longer a director of MF Global Holdings Ltd.

Individual Penalties, Sanctions or Bankruptcies

None of the persons who are directors or executive officers of Husky (or any personal holding companies of such persons) have, within the past ten years become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or were subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his or her assets.

None of the persons who are directors or executive officers of the Company (or any personal holding companies of such persons) have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or have entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

AUDIT COMMITTEE

The members of Husky's Audit Committee (the "Committee") are William Shurniak (Chair), Colin S. Russel, Frederick S.H. Ma and George C. Magnus. Each of the members of the Committee are independent in that each member does not have a direct or indirect material relationship with the Company. Multilateral Instrument 52-110 - "Audit Committees" provides that a material relationship is a relationship which could, in the view of the Company's Board of Directors, reasonably interfere with the exercise of a member's independent judgment.

The Committee's Mandate provides that the Committee is to be comprised of at least three members of the Board, all of whom shall be independent and meet the financial literacy requirements of applicable laws and regulations. Each member of the Committee is financially literate in that each has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

The education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an Audit Committee member is as follows.

William Shurniak (Chair) - Mr. Shurniak is an independent, non-executive director and member of the audit committee of Hutchison Whampoa Limited and, from May 2005 to June 2011, a director and Chairman of Northern Gas Networks Limited, a private company in the U.K.. He has broad banking experience, and prior to his moving back to Canada in 2005, he spent five years in Australia where he was a director of a public company engaged in the distribution of natural gas. He was also a director and member of the audit committees of five other private companies, three of which are regulated electricity distribution companies.

Colin S. Russel - Mr. Russel is the founder and Managing Director of Emerging Markets Advisory Services Ltd. Mr. Russel is a director and an audit committee member of Cheung Kong Infrastructure Holdings Limited, CK Life Sciences Int'l., (Holdings) Inc. and ARA Asset Management Pte. Ltd.

Frederick S.H. Ma - Mr. Ma has served in senior positions in the private sector and has held Principal Official positions (minister equivalent) with the Hong Kong Special Administrative Region Government. Mr. Ma is currently a member of the International Advisory Council of China Investment Corporation, China's Sovereign Fund, as well as an Honorary Professor of the University of Hong Kong.

George C. Magnus - Mr. Magnus has been a non-executive Director of Cheung Kong (Holdings) Limited since November 2005. He is also a non-executive Director of Hutchison Whampoa Limited, Cheung Kong Infrastructure Holdings Limited and Power Assets Holdings Limited (formerly Hongkong Electric Holdings Limited).

Husky's Audit Committee Mandate is attached hereto as Schedule "A."

External Auditor Service Fees

The following table provides information about the fees billed to the Company for professional services rendered by KPMG LLP, the Company's external auditor, during the fiscal years indicated:

<i>(\$ thousands)</i>	2013	2012
Audit Fees	3,218	3,822
Audit-related Fees	158	152
Tax Fees	134	230
All Other Fees	—	—
	3,510	4,204

Audit fees consist of fees for the audit of the Company's annual financial statements or services that are normally provided in connection with statutory and regulatory filings, including the Sarbanes-Oxley Act of 2002. Audit-related fees included fees for attest services not required by statute or regulation and services with respect to acquisitions and dispositions. Tax fees included fees for tax planning and various taxation matters.

The Company's Audit Committee has the sole authority to review in advance, and grant any appropriate pre-approvals, of all non-audit services to be provided by the independent auditors and to approve fees, in connection therewith. The Audit Committee pre-approved all of the audit-related and tax services provided by KPMG LLP in 2013.

LEGAL PROCEEDINGS

The Company is involved in various claims and litigation arising in the normal course of business. While the outcome of these matters is uncertain and there can be no assurance that such matters will be resolved in the Company's favour, the Company does not currently believe that the outcome of adverse decisions in any pending or threatened proceedings related to these or other matters or amount which it may be required to pay by reason thereof would have a material adverse impact on its financial position, results of operations or liquidity.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

None of the Company's directors, executive officers or persons or companies that beneficially own or control or direct, directly or indirectly or a combination of both, more than 10% of Husky's common shares, or their associates and affiliates, had any material interest, direct or indirect, in any transaction with the Company within the three most recently completed financial years or during the current financial year that has materially affected or would reasonably be expected to materially affect the Company.

TRANSFER AGENTS AND REGISTRARS

Husky's transfer agent and registrar is Computershare Trust Company of Canada. In the United States, the transfer agent and registrar is Computershare Trust Company, Inc. The registers for transfers of the Company's common and preferred shares are maintained by Computershare Trust Company of Canada at its principal offices in the cities of Calgary, Alberta and Toronto, Ontario. Queries should be directed to Computershare Trust Company at 1-888-564-6253 or 1-514-982-7555.

INTERESTS OF EXPERTS

Excluding the reserves attributed to the Heavy Oil and Gas business unit, other than the Tucker property, certain information relating to the Company's reserves included in this AIF has been calculated by the Company and audited and opined upon as at December 31, 2013 by McDaniel & Associates Consultants Ltd. ("McDaniel"). Sproule Unconventional Limited ("Sproule"), evaluated and reported on the reserves attributed to the Company's Heavy Oil and Gas business unit, excluding the Tucker property, as at December 31, 2013, and that reserves information is included in this AIF. Both McDaniel and Sproule are independent petroleum engineering consultants retained by Husky, and such reserves information has been so included in reliance on the opinion and analysis of McDaniel and Sproule, respectively, given upon the authority of said firms as experts in reserves engineering. The partners of McDaniel and Sproule, respectively, as a group beneficially own, directly or indirectly, less than 1% of the Company's securities of any class.

KPMG LLP are the auditors of the Company and have confirmed that they are independent with respect to the Company within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulations and also that they are independent accountants with respect to the Company under all relevant U.S. professional and regulatory standards.

ADDITIONAL INFORMATION

Additional information, including directors' and officers' remuneration, principal shareholders of Husky's common shares and a description of options to purchase common shares will be contained in Husky's Management Information Circular prepared in connection with the annual meeting of shareholders to be held on May 7, 2014.

Additional financial information is provided in Husky's audited consolidated financial statements and Management's Discussion and Analysis for the most recently completed fiscal year ended December 31, 2013.

Additional information relating to Husky Energy Inc. is available on SEDAR at www.sedar.com and on EDGAR at www.sec.gov.

READER ADVISORIES

Special Note Regarding Forward-Looking Statements

Certain statements in this AIF are forward-looking statements within the meaning of Section 21E of the United States Securities Exchange Act of 1934, as amended, and Section 27A of the United States Securities Act of 1933, as amended, and forward-looking information within the meaning of applicable Canadian securities legislation (collectively “forward-looking statements”). The Company hereby provides cautionary statements identifying important factors that could cause actual results to differ materially from those projected in these forward-looking statements. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as “will likely,” “are expected to,” “will continue,” “is anticipated,” “is targeting,” “estimated,” “intend,” “plan,” “projection,” “could,” “aim,” “vision,” “goals,” “objective,” “target,” “schedules” and “outlook”) are not historical facts, are forward-looking and may involve estimates and assumptions and are subject to risks, uncertainties and other factors some of which are beyond the Company's control and difficult to predict. Accordingly, these factors could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements.

In particular, forward-looking statements in this AIF include, but are not limited to, references to:

- with respect to the business, operations and results of the Company generally: the Company's general strategic plans and growth strategies; the Company's expected methods of funding future development costs; and the Company's 2014 production guidance, including weighting of production amount product types;
- with respect to the Company's Asia Pacific Region: expected timing of first production and sale of commercial product from the Company's Liwan Gas Project; planned tie-in and expected timing of production of the Company's Lihua 34-2 field; expected timing of completion of the acquisition of a seismic survey at the Company's offshore Taiwan exploration block; and scheduled timing and duration of the Liwan Gas Project production going off-line;
- with respect to the Company's Atlantic Region: expected timing of the completion of the West Mira rig; expected timing and benefits of gas injection, expected timing of installation of oil production equipment, and anticipated timing of first production at the Company's South White Rose Extension project; planned 2014 drilling operations in the Terra Nova oil field; anticipated volume of production and timing of production from the wellhead platform at the Company's White Rose Extension Project; and anticipated timing of and plans for a seismic survey in the Flemish Pass Basin and further delineation drilling and exploration in the Flemish Pass Basin and Jeanne d'Arc Basin;
- with respect to the Company's Oil Sands properties: scheduled timing of start up and anticipated volumes of production at the Company's Sunrise Energy Project; targeted timing of turn over of well pads at the Company's Sunrise Energy Project; and anticipated timing of drilling and field development at the Company's Tucker Oil Sands Project;
- with respect to the Company's Heavy Oil properties: anticipated volumes of production at the Company's Sandall heavy oil thermal development project; expected timing of first production and anticipated volumes of production at the Company's Rush Lake heavy oil thermal development project; scheduled timing of construction and first production, and anticipated volumes of production, at the Company's Edam East and Vawn heavy oil thermal developments; and the Company's horizontal and CHOPS drilling program for 2014;
- with respect to the Company's Western Canadian oil and gas resource plays: 2014 drilling plans in McMullen; 2014 drilling plans for the Wapati, Elrose and Alliance areas; and conventional oil drilling plans for southern Alberta;
- with respect to the Company's Infrastructure and Marketing operations: anticipated timing of bringing two new 300,000 barrel tanks into service at the Hardisty terminal; Husky's intention to develop a flexible crude oil delivery strategy; and the Company's plans to expand its marketing activities; and
- with respect to the Company's Downstream operating segment: the anticipated benefits from and scheduled timing of completion of the Lima, Ohio refinery reconfiguration and the anticipated processing capacity once reconfiguration is complete; plans to expand the bitumen processing capacity of the BP-Husky Toledo Refinery; the anticipated benefits from and scheduled timing of completion of a Hydrotreater Recycle Gas

Compressor Project at the BP-Husky Toledo Refinery; the Company's plans to permit the Lloydminster Asphalt Refinery to run year round; and the Company's 2014 plans for its asphalt distribution network.

In addition, statements relating to "reserves" and "resources" are deemed to be forward-looking statements as they involve the implied assessment based on certain estimates and assumptions that the reserves or resources described can be profitably produced in the future. There are numerous uncertainties inherent in estimating quantities of reserves and resources and in projecting future rates of production and the timing of development expenditures. The total amount or timing of actual future production may vary from reserve, resource and production estimates.

Although the Company believes that the expectations reflected by the forward-looking statements presented in this AIF are reasonable, the Company's forward-looking statements have been based on assumptions and factors concerning future events that may prove to be inaccurate. Those assumptions and factors are based on information currently available to the Company about itself and the businesses in which it operates. Information used in developing forward-looking statements has been acquired from various sources including third party consultants, suppliers, regulators and other sources. The material factors and assumptions used to develop the forward-looking statements include, but are not limited to:

- with respect to the business, operations and results of the Company generally: the absence of significant adverse changes to commodity prices, interest rates, applicable royalty rates and tax laws, and foreign exchange rates; the absence of significant adverse changes to energy markets, competitive conditions, the supply and demand for crude oil, natural gas, NGL and refined petroleum products, or the political, economic and social stability of the jurisdictions in which the Company operates; continuing availability of economical capital resources, labour and services; demand for products and cost of operations; the absence of significant adverse legislative and regulatory changes, in particular changes to the legislation and regulation governing fiscal regimes and environmental issues; and stability of general domestic and global economic, market and business conditions;
- with respect to the Company's Asia Pacific Region, Atlantic Region, Oil Sands properties, Heavy Oil properties, Western Canadian oil and gas resource plays and Infrastructure and Marketing operations: the accuracy of future production rates and reserve and resource estimates; the securing of sales agreements to underpin the commercial development and regulatory approvals for the development of the Company's properties; the absence of significant delays of the procurement, development, construction or commissioning of the Company's projects, for which the Company or a third party is the designated operator, that may result from the inability of suppliers to meet their commitments, lack of regulatory or third-party approvals or other governmental actions, harsh weather or other calamitous event; the absence of significant disruption of operations such as may result from harsh weather, natural disaster, accident, civil unrest or other calamitous event; the absence of significant unexpected technological or commercial difficulties that adversely affect exploration, development, production, processing or transportation; the sufficiency of budgeted capital expenditures in carrying out planned activities; and the absence of significant increases in the cost of major growth projects; and
- with respect to the Company's Downstream operating segment: the absence of significant delays of the development, construction or commissioning of the Company's projects that may result from the inability of suppliers to meet their commitments, lack of regulatory or third-party approvals or other governmental actions, harsh weather or other calamitous event; the absence of significant disruption of operations such as may result from harsh weather, natural disaster, accident, civil unrest or other calamitous event; the absence of significant unexpected technological or commercial difficulties that adversely affect processing or transportation; the sufficiency of budgeted capital expenditures in carrying out planned activities; and the absence of significant increase in the cost of major growth projects.

Because actual results or outcomes could differ materially from those expressed in any forward-looking statements, investors should not place undue reliance on any such forward-looking statements. By their nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes will not occur. Some of these risks, uncertainties and other factors are similar to those faced by other oil and gas companies and some are unique to Husky. The risks, uncertainties and other factors, many of which are beyond Husky's control, that could cause actual results to differ (potentially significantly) from those expressed in the forward-looking statements include, but are not limited to:

- with respect to the business, operations and results of the Company generally: those risks, uncertainties and other factors described under "Risk Factors" in this AIF and throughout the Company's Management's Discussion and Analysis for the year ended December 31, 2013; the demand for the Company's products and prices received for crude oil and natural gas production and refined petroleum products; the economic

conditions of the markets in which the Company conducts business; the exchange rate between the Canadian and U.S. dollar; the ability to replace reserves of oil and gas, whether sourced from exploration, improved recovery or acquisitions; potential actions of governments, regulatory authorities and other stakeholders that may impose operating costs or restrictions in the jurisdictions where the Company has operations; changes to royalty regimes; changes to government fiscal, monetary and other financial policies; changes in workforce demographics; and the cost and availability of capital, including access to capital markets at acceptable rates;

- with respect to the Company's Asia Pacific Region, Atlantic Region, Oil Sands properties, Heavy Oil properties, Western Canadian oil and gas resource plays and the Infrastructure and Marketing operations: the availability of prospective drilling rights; the costs to acquire exploration rights, undertake geological studies, appraisal drilling and project development; the availability and cost of labour, technical expertise, material and equipment to efficiently, effectively and safely undertake capital projects; the costs to operate properties, plants and equipment in an efficient, reliable and safe manner; prevailing climatic conditions in the Company's operating locations; regulations to deal with climate change issues; the competitive actions of other companies, including increased competition from other oil and gas companies; business interruptions because of unexpected events such as fires, blowouts, freeze-ups, equipment failures and other similar events affecting the Company or other parties whose operations or assets directly or indirectly affect the Company and that may or may not be financially recoverable; the co-operation of business partners especially where the Company is not operator of production projects or developments in which it has an interest; the inability to obtain regulatory approvals to operate existing properties or develop significant growth projects; risk associated with transportation of production or product to market or transportation of feedstock to processing facilities resulting from an interruption in pipeline and other transportation services both owned and contracted, due to calamitous event or regulatory obligation; and the inability to reach estimated production levels from existing and future oil and gas development projects as a result of technological or commercial difficulties; and
- with respect to the Company's Downstream operating segment: the costs to operate properties, plants and equipment in an efficient, reliable and safe manner; prevailing climatic conditions in the Company's operating locations; regulations to deal with climate change issues; the competitive actions of other companies, including increased competition from other oil and gas companies; business interruptions because of unexpected events such as fires, blowouts, freeze-ups, equipment failures and other similar events affecting Husky or other parties whose operations or assets directly or indirectly affect the Company and that may or may not be financially recoverable; risk associated with transportation of production or product to market or transportation of feedstock to processing facilities resulting from an interruption in pipeline and other transportation services both owned and contracted, due to calamitous event or regulatory obligation; and the inability to obtain regulatory approvals to operate existing properties or develop significant growth projects.

These and other factors are discussed throughout this AIF and in the Management's Discussion and Analysis for the year ended December 31, 2013 available on SEDAR at www.sedar.com and on EDGAR at www.sec.gov.

In the discussions above, the Company has categorized the material factors and assumptions used to develop the forward-looking statements, and the risks, uncertainties and other factors that could influence actual results, by region, properties, plays and segments. These categories reflect the Company's current views regarding the factors, assumptions, risks and uncertainties most relevant to the particular region, property, play or segment. Other factors, assumptions, risks or uncertainties could impact a particular region, property, play or segment, and a factor, assumption, risk or uncertainty categorized under a particular region, property, play or segment could also influence results with respect to another region, property, play or segment.

Any forward-looking statement speaks only as of the date on which such statement is made and, except as required by applicable securities laws, the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. The impact of any one factor on a particular forward-looking statement is not determinable with certainty as such factors are dependent upon other factors, and the Company's course of action would depend upon its assessment of the future considering all information then available.

Disclosure of Oil and Gas Information

Unless otherwise stated, reserve and resource estimates in this document have an effective date of December 31, 2013 and represent Husky's share. Unless otherwise noted, historical production numbers given represent Husky's share.

The Company has disclosed best-estimate contingent resources in this document. Contingent resources are those quantities of petroleum estimated, as of a given date, to be potentially recoverable from known accumulations using established technology or technology under development, but which are not currently considered to be commercially recoverable due to one or more contingencies. Contingencies may include factors such as economic, legal, environmental, political and regulatory matters, or a lack of markets. There is no certainty that it will be commercially viable to produce any portion of the contingent resources.

Best estimate as it relates to resources is considered to be the best estimate of the quantity that will actually be recovered. It is equally likely that the actual remaining quantities recovered will be greater or less than the best estimate. Estimates of contingent resources have not been adjusted for risk based on the chance of development. There is no certainty as to the timing of such development. For movement of resources to reserves categories, all projects must have an economic depletion plan and may require, among other things: (i) additional delineation drilling for unrisks contingent resources; (ii) regulatory approvals; and (iii) Company and partner approvals to proceed with development.

Specific contingencies preventing the classification of contingent resources at the Company's Atlantic Region discoveries as reserves include additional exploration and delineation drilling, well testing, facility design, preparation of firm development plans, regulatory applications, Company and partner approvals.

Positive and negative factors relevant to the estimate of Atlantic Region resources include water depth and distance from existing infrastructure.

Note to U.S. Readers

The Company reports its reserves and resources information in accordance with Canadian practices and specifically in accordance with National Instrument 51-101, "Standards of Disclosure for Oil and Gas Disclosure", adopted by the Canadian securities regulators. Because the Company is permitted to prepare its reserves and resources information in accordance with Canadian disclosure requirements, it uses certain terms in this document, such as "best estimate contingent resources" that U.S. oil and gas companies generally do not include or may be prohibited from including in their filings with the SEC.

Husky Energy Inc.

Audit Committee Mandate

Purpose

The Audit Committee (the "Committee") is a committee of the Board of Directors (the "Board") of Husky Energy Inc. (the "Corporation"). The Committee's primary function is to assist the Board in carrying out its responsibilities with respect to:

1. the quarterly and annual financial statements and quarterly and annual MD&A, which are to be provided to shareholders and the appropriate regulatory agencies;
2. earnings press releases before the Corporation publicly discloses this information;
3. the system of internal controls that management has established;
4. the internal and external audit process;
5. the appointment of external auditors;
6. the appointment of qualified reserves evaluators or auditors;
7. the filing of statements and reports with respect to the Corporation's oil and gas reserves; and
8. the identification, management and mitigation of major financial risk exposures of the Corporation.

In addition, the Committee provides an avenue for communication between the Board and each of the Chief Financial Officer of the Corporation and other senior financial management, internal audit, the external auditors, external qualified reserves evaluators or auditors and internal qualified reserves evaluators. It is expected that the Committee will have a clear understanding with the external auditors and the external reserve evaluators or auditors that an open and transparent relationship must be maintained with the Committee.

While the Committee has the responsibilities and powers set forth in this Mandate, the role of the Committee is oversight. The members of the Committee are not full time employees of the Corporation and may or may not be accountants or auditors by profession or experts in the fields of accounting, or auditing and, in any event, do not serve in such capacity. Consequently, it is not the duty of the Committee to plan or conduct financial audits or reserve audits or evaluations, or to determine that the Corporation's financial statements are complete, accurate and are in accordance with applicable accounting or reserve principles.

This is the responsibility of management and the external auditors and, as to reserves, the external reserve evaluators or auditors. Management and the external auditors will also have the responsibility to conduct investigations and to assure compliance with laws and regulations and the Corporation's business conduct guidelines.

Composition

The Committee will consist of not less than three directors, all of whom will be independent and will satisfy the financial literacy requirements of securities regulatory requirements.

One of the members of the Committee will be an audit committee financial expert as defined in applicable securities regulatory requirements.

Members of the Committee will be appointed annually at a meeting of the Board, on the recommendation of the Corporate Governance Committee to the Co-Chairs of the Board and will be listed in the annual report to shareholders.

Committee members may be removed or replaced at any time by the Board, and will, in any event, cease to be a member of the Committee upon ceasing to be a member of the Board. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board.

The Committee Chair will be appointed by the Board, on the recommendation of the Corporate Governance Committee to the Co-Chairs of the Board.

Meetings

The Committee will meet at least four times annually on dates determined by the Chair or at the call of the Chair or any other Committee member, and as many additional times as the Committee deems necessary.

Committee members will strive to be present at all meetings either in person, by telephone or other communications facilities as permit all persons participating in the meeting to hear each other.

A majority of Committee members, present in person, by telephone, or by other permissible communication facilities will constitute a quorum.

The Committee will appoint a secretary, who need not be a member of the Committee, or a director of the Corporation. The secretary will keep minutes of the meetings of the Committee. Minutes will be sent to all Committee members, on a timely basis.

As necessary or desirable, but in any case at least quarterly, the Committee shall meet with members of management and representatives of the external auditors and internal audit in separate executive sessions to discuss any matters that the Committee or any of these groups believes should be discussed privately.

As necessary or desirable, but in any case at least annually, the Committee will meet the management and representatives of the external reserves evaluators or auditors and internal reserves evaluators in separate executive sessions to discuss matters that the Committee or any of these groups believes should be discussed privately.

Authority

Subject to any prior specific directive by the Board, the Committee is granted the authority to investigate any matter or activity involving financial accounting and financial reporting, the internal controls of the Corporation and the reporting of the Corporation's reserves and oil and gas activities.

The Committee has the authority to engage and set the compensation of independent counsel and other advisors, at the Corporation's expense, as it determines necessary to carry out its duties.

In recognition of the fact that the external auditors are ultimately accountable to the Committee, the Committee will have the authority and responsibility to recommend to the Board the external auditors that will be proposed for nomination at the annual general meeting. The external auditors will report directly to the Committee, and the Committee will evaluate and, where appropriate, replace the external auditors. The Committee will approve the fees and terms for all audit engagements and all non-audit engagements with the external auditors. The Committee will consult with management and the internal audit group regarding the engagement of the external auditors but will not delegate these responsibilities.

The external qualified reserves evaluators or auditors will report directly to the Committee, and the Committee will evaluate and, where appropriate, replace the external qualified reserves evaluators or auditors. The Committee will approve the fees and terms for all reserves evaluators or audit engagements. The Committee will consult with management and the internal qualified reserves evaluators group regarding the engagement of the external qualified reserves evaluators or auditors but will not delegate these responsibilities.

Specific Duties & Responsibilities

The Committee will have the oversight responsibilities and specific duties as described below.

Audit

1. Review and reassess the adequacy of this Mandate annually and recommend any proposed changes to the Corporate Governance Committee and the Board for approval.
2. Review with the Corporation's management, internal audit and the external auditors and recommend to the Board for approval the Corporation's annual financial statements and annual MD&A which is to be provided to shareholders and the appropriate regulatory agencies and any financial statement contained in a prospectus, information circular, registration statement or other similar document.
3. Review with the Corporation's management, internal audit and the external auditors and approve the Corporation's quarterly financial statements and quarterly MD&A which is to be provided to shareholders and the appropriate regulatory agencies.
4. Review with the Corporation's management and approve earnings press releases before the Corporation publicly discloses this information.
5. Be responsible for the oversight of the work of the external auditors, including the resolution of disagreements between management of the Corporation and the external auditors regarding financial reporting.

6. Review with the Corporation's management, internal audit and the external auditors the Corporation's accounting and financial reporting controls and obtain annually, in writing from the external auditors their observations, if any, on material weaknesses in internal controls over financial reporting as noted during the course of their work.
7. Review with the Corporation's management, internal audit and the external auditors significant accounting and reporting principles, practices and procedures applied by the Corporation in preparing its financial statements, and discuss with the external auditors their judgments about the quality (not just the acceptability) of the Corporation's accounting principles used in financial reporting.
8. Review the scope of internal audit's work plan for the year and receive a summary report of major findings by internal audit and how management is addressing the conditions reported.
9. Review the scope and general extent of the external auditors' annual audit, such review to include an explanation from the external auditors of the factors considered in determining the audit scope, including the major risk factors, and the external auditors confirmation whether or not any limitations have been placed on the scope or nature of their audit procedures.
10. Inquire as to the independence of the external auditors and obtain from the external auditors, at least annually, a formal written statement delineating all relationships between the external auditors and the Corporation as contemplated by Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees.
11. Arrange with the external auditors that (a) they will advise the Committee, through its Chair and management of the Corporation, of any matters identified through procedures followed for the review of interim quarterly financial statements of the Corporation, such notification is to be made prior to the related press release and (b), for written confirmation at the end of each of the first three quarters of the year, that they have nothing to report to the Committee, if that is the case, or the written enumeration of required reporting issues.
12. Review at the completion of the annual audit, with senior management, internal audit and the external auditors the following:
 - i. the annual financial statements and related footnotes and financial information to be included in the Corporation's annual report to shareholders;
 - ii. results of the audit of the financial statements and the related report thereon and, if applicable, a report on changes during the year in accounting principles and their application;
 - iii. significant changes to the audit plan, if any, and any serious disputes or difficulties with management encountered during the audit;
 - iv. inquire about the cooperation received by the external auditors during their audit, including access to all requested records, data and information; and
 - v. inquire of the external auditors whether there have been any material disagreements with management, which, if not satisfactorily resolved, would have caused them to issue a non-standard report on the Corporation's financial statements.
13. Discuss (a) with the external auditors, without management being present, (i) the quality of the Corporation's financial and accounting personnel, and (ii) the completeness and accuracy of the Corporation's financial statements, and (b) elicit the comments of senior management regarding the responsiveness of the external auditors to the Corporation's needs.
14. Meet with management to discuss any relevant significant recommendations that the external auditors may have, particularly those characterized as 'material' or 'serious' (typically, such recommendations will be presented by the external auditors in the form of a Letter of Comments and Recommendations to the Committee) and review the responses of management to the Letter of Comments and Recommendations and receive follow-up reports on action taken concerning the aforementioned recommendations.
15. Review and approve disclosures required to be included in periodic reports filed with Canadian and U.S. securities regulators with respect to non-audit services performed by the external auditors.
16. Establish adequate procedures for the review of the Corporation's disclosure of financial information extracted or derived from the Corporation's financial statements, and periodically assess the adequacy of those procedures.
17. Establish procedures for (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, and (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
18. Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors.
19. Review the appointment and replacement of the senior internal audit executive.
20. Review with management, internal audit and the external auditors the methods used to establish and monitor the Corporation's policies with respect to unethical or illegal activities by the Corporation's employees that may have a material impact on the financial statements or other reporting of the Corporation.

21. Reviewing generally, as part of the review of the annual financial statements, a report, from the Corporation's general counsel concerning legal, regulatory and compliance matters that may have a material impact on the financial statements or other reporting of the Corporation.
22. Review and discuss with management, on a regular basis, the identification, management and mitigation of major financial risk exposures across the Corporation.

Reserves

23. Review, with reasonable frequency, the Corporation's procedures relating to the disclosure of information with respect to the Corporation's oil and gas reserves, including the Corporation's procedures for complying with the disclosure requirements and restrictions of applicable regulatory requirements.
24. Review with management the appointment of the external qualified reserves evaluators or auditors, and in the case of any proposed change in such appointment, determine the reasons for the change and whether there have been disputes between management and the appointed external qualified reserves evaluators or auditors.
25. Review, with reasonable frequency, the Corporation's procedures for providing information to the external qualified reserves evaluators or auditors who report on reserves and data for the purposes of compliance with applicable securities regulatory requirements.
26. Meet, before the approval and release of the Corporation's reserves data and the report of the qualified reserve evaluators or auditors thereon, with senior management, the external qualified reserves evaluators or auditors and the internal qualified reserves evaluators to determine whether any restrictions affect their ability to report on reserves data without reservation and to review the reserves data and the report of the qualified reserves evaluators or auditors.
27. Recommend to the Board for approval of the content and filing of required statements and reports relating to the Corporation's disclosure of reserves data as prescribed by applicable regulatory requirements.

Miscellaneous

28. Review and approve (a) any change or waiver in the Corporation's Code of Business Conduct for the President and Chief Executive Officer and senior financial officers and (b) any public disclosure made regarding such change or waiver and, if satisfied, refer the matter to the Board for approval.
29. Act in an advisory capacity to the Board.
30. Carry out such other responsibilities as the Board may, from time to time, set forth.
31. Advise and report to the Co-Chairs of the Board and the Board, relative to the duties and responsibilities set out above, from time to time, and in such details as is reasonably appropriate.

Effective Date: November 20, 2010

Husky Energy Inc.

Report on Reserves Data by Internal Qualified Reserves Evaluator

To the Board of Directors of Husky Energy Inc. (“Husky”):

1. Other than the reserves data attributed to the Heavy Oil and Gas business unit (excluding the Tucker property), which was evaluated and reported on by an external independent reserves evaluator as at December 31, 2013, our staff has evaluated all remaining Husky reserves data as at December 31, 2013. Husky’s staff has also reviewed the external independent reserves evaluation. The reserves data are estimates of proved reserves and probable reserves and related future net revenue as at December 31, 2013, estimated using forecast prices and costs.
2. The reserves data are the responsibility of Husky’s management. As the Internal Qualified Reserves Evaluator our responsibility is to certify that the reserves data has been properly calculated in accordance with generally accepted procedures for the estimation of reserves data.

We carried out our evaluation in accordance with generally accepted procedures for the estimation of oil and gas reserves data and standards set out in the Canadian Oil and Gas Evaluation Handbook (the “COGE Handbook”) prepared jointly by the Society of Petroleum Evaluation Engineers (Calgary Chapter) and the Canadian Institute of Mining, Metallurgy & Petroleum (Petroleum Society). Our internal reserves evaluators are not independent of Husky, within the meaning of the term “independent” under those standards.

3. Those standards require that we plan and perform an evaluation to obtain reasonable assurance as to whether the reserves data are free of material misstatement. An evaluation also includes assessing whether the reserves data are in accordance with the principles and definitions presented in the COGE Handbook.
4. The following table sets forth the evaluated estimated future net revenue (before deducting income taxes) attributed to proved plus probable reserves, estimated using forecast prices and costs and calculated using a discount rate of 10 percent, included in the reserves data of Husky evaluated for the year ended December 31, 2013 and reported to the Audit Committee of the Board of Directors.

Location of Reserves (Country or Foreign Geographic Area)	Proved Plus Probable Net Present Value of Future Net Revenue (Before Income Taxes, 10% Discount Rate)
Canada	\$ 26,999 million
China	\$ 5,221 million
Indonesia	\$ 247 million
Libya	\$ 5 million
	\$ 32,472 million

5. In our opinion, the reserves data evaluated by us have, in all material respects, been determined in accordance with the principles and definitions presented in the COGE Handbook.
6. We have no responsibility to update our evaluation for events and circumstances occurring after the date of this report.
7. Because, the reserves data are based on judgments regarding future events, actual results will vary and the variations may be material.
8. I have signed this report in my capacity as an employee of Husky and not in my personal capacity.

/s/ Frederick Au-Yeung

Frederick Au-Yeung, P. Eng
Manager, Reserves
Calgary, Alberta
January 28, 2014

Husky Energy Inc.

Report on Reserves Data by Qualified Reserves Evaluator

To the Board of Directors of Husky Energy Inc. ("Company"):

1. We have evaluated the Company's reserves data as at December 31, 2013. The reserves data are estimates of proved reserves and probable reserves and related future net revenue as at December 31, 2013, attributed to the Company's Lloydminster Heavy Oil Group (excluding the Tucker property), estimated using forecast prices and costs.
2. The reserves data are the responsibility of the Company's management. Our responsibility is to express an opinion on the reserves data based on our evaluation. We carried out our evaluation in accordance with standards set out in the Canadian Oil and Gas Evaluation Handbook (the "COGE Handbook"), prepared jointly by the Society of Petroleum Evaluation Engineers (Calgary Chapter) and the Canadian Institute of Mining, Metallurgy & Petroleum (Petroleum Society).
3. Those standards require that we plan and perform an evaluation to obtain reasonable assurance as to whether the reserves data are free of material misstatement. An evaluation also includes assessing whether the reserves data are in accordance with principles and definitions presented in the COGE Handbook.
4. The following table sets forth the estimated future net revenue (before deduction of income taxes) attributed to proved plus probable reserves, estimated using forecast prices and costs and calculated using a discount rate of 10 percent, included in the reserves data of the Company evaluated by us as of December 31, 2013, and identifies the respective portions thereof that we have audited, evaluated and reviewed and reported on to the Company's management and Board of Directors:

Independent Qualified Reserves Evaluator or Auditor	Description and Preparation Date of Evaluation Report	Location of Reserves (Country)	Net Present Value of Future Net Revenue Before Income Taxes (10% Discount Rate)			
			Audited (M\$)	Evaluated (M\$)	Reviewed (M\$)	Total (M\$)
Sproule	Evaluation of the P&NG Reserves of Husky Energy Inc. in the Lloydminster Heavy Oil Group (excluding the Tucker property), As of December 31, 2013, prepared September 2013 to January 2014	Canada				
Total			Nil	8,376,878	Nil	8,376,878

5. In our opinion, the reserves data respectively evaluated by us have, in all material respects, been determined and are presented in accordance with the COGE Handbook, consistently applied. We express no opinion on the reserves data that we reviewed but did not audit or evaluate.
6. We have no responsibility to update the report referred to in paragraph 4 for events and circumstances occurring after its preparation date.
7. Because the reserves data are based on judgments regarding future events, actual results will vary and the variations may be material.

Executed as to our report referred to above:

Sproule Unconventional Limited

/s/ James A. Chm.P.Eng.

James A. Chm,P.Eng.

Supervisor, Engineering and Partner

/s/ Art McMullen, P.Eng.

Art McMullen, P.Eng.

Manager, Engineering and Partner

/s/ Alec Kovaltchouk, P.Geo.

Alec Kovaltchouk, P.Geo.

Manager, Geoscience and Partner

/s/ Cameron P. Six, P.Eng.

Cameron P. Six, P.Eng.

Vice-President, Unconventional and Director

Calgary, Alberta

February 3, 2014

Husky Energy Inc.

Report of Management and Directors on Oil and Gas Disclosure

Management of Husky Energy Inc. (“Husky”) are responsible for the preparation and disclosure of information with respect to Husky’s oil and gas activities in accordance with securities regulatory requirements. This information includes reserves data which are estimates of proved reserves and probable reserves and related future net revenue as at December 31, 2013, estimated using forecast prices and costs.

Husky’s oil and gas reserves evaluation process involves applying generally accepted procedures for the estimation of oil and gas reserves data for the purposes of complying with the legal requirements of NI 51-101. Husky’s Internal Qualified Reserves Evaluator is the Manager of Reserves, who is an employee of Husky and has evaluated Husky’s oil and gas reserves data and certified that Husky’s Reserves Data Process has been followed. The Report on Reserves Data by Husky’s Internal Qualified Reserves Evaluator accompanies this report and will be filed with securities regulatory authorities concurrently with this report.

The Audit Committee of the Board of Directors has:

- (a) reviewed Husky’s procedures for providing information to the Internal Qualified Reserves Evaluator and the external reserves auditors;
- (b) met with the Internal Qualified Reserves Evaluator, the external reserves auditors and the external reserves evaluator to determine whether any restrictions placed by management affected the ability of the Internal Qualified Reserves Evaluator, the external reserves auditors and the external reserves evaluator to report without reservation; and
- (c) reviewed the reserves data with management, the Internal Qualified Reserves Evaluator, the external reserves auditors and the external reserves evaluator.

The Audit Committee of the Board of Directors has reviewed Husky’s procedures for assembling and reporting other information associated with oil and gas activities and has reviewed that information with management. The Board of Directors has approved, on the recommendation of the Audit Committee:

- (a) the content and filing with securities regulatory authorities of Form 51-101F1 containing reserves data and other oil and gas information;
- (b) the filing of Form 51-101F2, which is the Report on Reserves Data of Husky’s Internal Qualified Reserves Evaluator; and
- (c) the content and filing of this report.

Husky sought and was granted by the Canadian Securities Administrators an exemption from the requirement under National Instrument 51-101 “Standards of Disclosure for Oil and Gas Disclosure” to involve independent qualified oil and gas reserve evaluators or auditors. Notwithstanding this exemption, we involve independent qualified reserve auditors as part of Husky’s corporate governance practices. Their involvement helps assure that our internal oil and gas reserve estimates are materially correct.

In Husky’s view, the reliability of Husky’s internally generated oil and gas reserves data is not materially less than would be afforded by Husky involving independent qualified reserves evaluators or independent qualified reserves auditors to evaluate or audit and review the reserves data. The primary factors supporting the involvement of independent qualified reserves evaluators or independent qualified reserves auditors apply when (i) their knowledge of, and experience with, a reporting issuer’s reserves data are superior to that of the internal evaluators and (ii) the work of the independent qualified reserves evaluator or independent qualified reserves auditors is significantly less likely to be adversely influenced by self-interest or management of the reporting issuer than the work of internal reserves evaluation staff. In Husky’s view, neither of these factors applies in Husky’s circumstances.

Because the reserves data are based on judgments regarding future events, actual results will vary and the variations may be material.

/s/ Asim Ghosh March 6, 2014
Asim Ghosh
President & Chief Executive Officer

/s/ Robert J. Peabody March 6, 2014
Robert J. Peabody
Chief Operating Officer

/s/ William Shurniak March 6, 2014
William Shurniak
Director

/s/ Colin S. Russel March 6, 2014
Colin S. Russel
Director

Husky Energy Inc.

Independent Engineer's Audit Opinion

Husky Energy Inc.

707 - 8th Avenue S.W.
Calgary, Alberta
T2P 3G7

To Whom It May Concern:

Pursuant to Husky's request we have conducted an audit of the Husky internally generated reserves estimates and the respective net present values as at December 31, 2013. Husky internally evaluates all their properties with the exception of the Lloydminster business unit. The Tucker Property is internally evaluated. Husky's detailed reserves information were provided to us for this audit. Our responsibility is to express an independent opinion on the reserves and the respective present worth value estimates, in the aggregate, based on our audit tests and procedures.

We conducted our audit in accordance with generally accepted audit standards as recommended by the Society of Petroleum Engineers and as recommended in the Canadian Oil and Gas Evaluation Handbook (COGEH) Volume 1 Section 12. Those standards require that we review and assess the policies, procedures, documentation and guidelines of the company with respect to the estimation, review and approval of Husky's reserves information. An audit includes examining, on test basis, to confirm that there is adherence on the part of Husky's internal reserve evaluators and other employees to the reserves management and administration policies and procedures established by the company. An audit also includes conducting reserves evaluation on a sufficient number of the company's internally evaluated properties as considered necessary in order to express an opinion.

We conducted our audit in accordance with generally accepted audit standards as recommended by the Society of Petroleum Engineers and as recommended in the Canadian Oil and Gas Evaluation Handbook (COGEH) Volume 1 Section 12. Those standards require that we review and assess the policies, procedures, documentation and guidelines of the Company with respect to the estimation, review and approval of Husky's reserves information. An audit includes examining, on a test basis, to confirm that there is adherence on the part of Husky's internal reserves evaluators and other employees to the reserves management and administration policies and procedures established by the Company. An audit also includes conducting reserves evaluation on a sufficient number of the Company's properties as considered necessary in order to express an opinion.

Based on the results of our audit, it is our opinion that Husky's internally generated proved and probable reserves and net present values based on forecast and constant price assumptions are, in aggregate, reasonable, and have been prepared in accordance with generally accepted oil and gas engineering and evaluation practices as set out in the Canadian Oil and Gas Evaluation Handbook.

The results of the Husky internally generated reserves and net present values (based on forecast prices) supplied to us as part of the audit process are summarized below:

Husky Energy
Internally Evaluated Reserves and Net Present Values
Forecast Prices and Costs as of December 31st, 2013

	Company Share of Remaining Reserves (mmboe)	Company Share of Net Present Value Remaining Reserves Before Income Tax (MM\$) @ 10%
Total Proved	1,099	14,476
Total Proved Plus Probable	2,723	24,095

Sincerely,

McDaniel & Associates Consultants Ltd.

/s/ B. J. Wurster, P. Eng.

B. J. Wurster, P. Eng.

Vice President

Calgary, Alberta

January 17, 2014

**Consolidated Financial Statements and
Auditors' Report to Shareholders**

For the Year Ended December 31, 2013

INDEPENDENT AUDITORS' REPORT OF REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of Husky Energy Inc.

We have audited the accompanying consolidated financial statements of Husky Energy Inc., which comprise the consolidated balance sheets as at December 31, 2013 and December 31, 2012, the consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for the years then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards and the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of Husky Energy Inc. as at December 31, 2013 and December 31, 2012, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Other Matter

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Husky Energy Inc.'s internal control over financial reporting as of December 31, 2013, based on the criteria established in Internal Control - Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 25, 2014 expressed an unmodified (unqualified) opinion on the effectiveness of Husky Energy Inc.'s internal control over financial reporting.

/s/ KPMG LLP
KPMG LLP
Chartered Accountants

Calgary, Canada
February 25, 2014

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of Husky Energy Inc.

We have audited Husky Energy Inc.'s ("the Company") internal control over financial reporting as of December 31, 2013, based on the criteria established in *Internal Control - Integrated Framework* (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on the criteria established in *Internal Control - Integrated Framework* (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with Canadian generally accepted auditing standards and the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of the Company as of December 31, 2013 and December 31, 2012, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for each of the years in the two-year period ended December 31, 2013, and our report dated February 25, 2014 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

KPMG LLP

Chartered Accountants

Calgary, Canada

February 25, 2014

Management's Discussion and Analysis

February 25, 2014

<u>Exhibit No.</u>	<u>Description</u>
23.1	Consent of KPMG LLP, independent registered public accounting firm.
23.2	Consent of McDaniel and Associates Consultants Ltd., independent engineers.
23.3	Consent of Sproule Unconventional Limited, independent engineers.
23.4	Consent of Frederick Au-Yeung, internal qualified reserves evaluator.
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934.
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934.
32.1	Certification of Chief Executive Officer pursuant to Rule 13(a)-14(b) or Rule 15d-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350).
32.2	Certification of Chief Financial Officer pursuant to Rule 13(a)-14(b) or Rule 15d-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350).
99.1	Supplemental Disclosures of Oil and Gas Activities.
99.2	Recent Amendments to the Code of Business Conduct
99.3	Amended Code of Business Conduct

Consent of Independent Registered Public Accounting Firm

The Board of Directors of Husky Energy Inc.

We consent to the incorporation by reference in the registration statements on Form S-8 (File No. 333-187135) and Form F-10 (File No. 333-191849) of Husky Energy Inc. of:

- our independent auditors' report dated February 25, 2014, with respect to the consolidated balance sheets of Husky Energy Inc. as at December 31, 2013 and December 31, 2012, the consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for the years then ended, and notes, comprising a summary of significant accounting policies and other explanatory information;
- our independent auditors' report of registered public accounting firm dated February 25, 2014, with respect to the consolidated balance sheets of Husky Energy Inc. as at December 31, 2013 and December 31, 2012, the consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for the years then ended, and notes, comprising a summary of significant accounting policies and other explanatory information; and
- our report of independent registered public accounting firm dated February 25, 2014 on the effectiveness of internal control over financial reporting as at December 31, 2013,

which reports appear in the December 31, 2013 annual report on Form 40-F of Husky Energy Inc. for the fiscal year ended December 31, 2013, and further consent to the use of such reports in such annual report on Form 40-F.

/s/ KPMG LLP
KPMG LLP
Chartered Accountants

Calgary, Canada
March 6, 2014

Consent of Independent Engineers

We refer to our report auditing estimates of the natural gas, natural gas liquids and oil reserves attributable to Husky Energy Inc. (the “Company”) as of December 31, 2013 (the “Report”).

We hereby consent to the use and reference to our name and the Report described or incorporated by reference in the Company’s Annual Report on Form 40-F for the year ended December 31, 2013 and the Company’s registration statements on Form S-8 (File No. 333-187135) and Form F-10 (File No. 333-191849), filed with the U.S. Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended, as applicable.

Sincerely,

McDaniel & Associates Consultants Ltd.

/s/ B.J. Wurster, P. Eng.

B.J. Wurster, P.Eng.

Vice President

Calgary, Alberta, Canada

March 6, 2014

Consent of Independent Engineers

We hereby consent to the use and reference to our name and reports evaluating a portion of the crude oil, natural gas and natural gas liquids reserves of Husky Energy Inc. as of December 31, 2013, and the information derived from our reports, as described or incorporated by reference in the Company's Annual Report on Form 40-F for the year ended December 31, 2013 and the Company's registration statements on Form S-8 (File No. 333-187135) and Form F-10 (File No. 333-191849), filed with the U.S. Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended, as applicable.

Sincerely,

Sproule Unconventional Limited

/s/ Cameron Six

Cameron Six

Vice President Unconventional

Calgary, Alberta, Canada

March 6, 2014

Consent of Internal Qualified Reserves Evaluator

I, Frederick Au-Yeung, hereby consent to the incorporation by reference in the Annual Report on Form 40-F of Husky Energy Inc. for the year ended December 31, 2013, which is being filed with the U.S. Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended, of my Report on Reserves Data dated January 28, 2014 (the "Report"), included in the 2013 Annual Information Form of Husky Energy Inc. (the "AIF"), and to the references to my name in the AIF. I also hereby consent to the incorporation by reference of the Report in the Company's registration statements on Form S-8 (File No. 333-187135) and Form F-10 (File No. 333-191849) filed with the U.S. Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended. I have signed this Consent in my capacity as an employee of Husky Energy Inc. and not in my personal capacity.

By: /s/ Frederick Au-Yeung, P.Eng
Frederick Au-Yeung, P. Eng
Manager, Reserves
Internal Qualified Reserves Evaluator

Calgary, Alberta, Canada
March 6, 2014

**Certification Pursuant to
Rule 13a-14 or 15d-14 of the Securities Exchange Act of 1934,
As Adopted Pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Asim Ghosh, certify that:

1. I have reviewed this annual report on Form 40-F of Husky Energy Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;
4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and
5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: March 6, 2014

/s/ Asim Ghosh
Asim Ghosh
President & Chief Executive Officer

**Certification Pursuant to
Rule 13a-14 or 15d-14 of the Securities Exchange Act of 1934,
As Adopted Pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Alister Cowan, certify that:

1. I have reviewed this annual report on Form 40-F of Husky Energy Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;
4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and
5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: March 6, 2014

/s/ Alister Cowan
Alister Cowan
Chief Financial Officer

**Certification Pursuant to
18 U.S.C. Section 1350,
As Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report of Husky Energy Inc. (the "Company") on Form 40-F for the fiscal year ending December 31, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), **I, Asim Ghosh, President & Chief Executive Officer of the Company**, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 6, 2014

/s/ Asim Ghosh
Asim Ghosh
President & Chief Executive Officer

**Certification Pursuant to
18 U.S.C. Section 1350,
As Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report of Husky Energy Inc. (the "Company") on Form 40-F for the fiscal year ending December 31, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), **I, Alister Cowan, Chief Financial Officer of the Company**, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 6, 2014

/s/ Alister Cowan
Alister Cowan
Chief Financial Officer

Disclosure about Oil and Gas Producing Activities - Accounting Standards Codification 932, “Extractive Activities - Oil and Gas” (unaudited)

The following disclosures have been prepared in accordance with FASB Accounting Standards Codification 932, “Extractive Activities - Oil and Gas”. In December 2009, Husky adopted revised oil and gas reserve estimation and disclosure requirements that conformed the definition of proved reserves to the SEC Modernization of Oil and Gas Reporting rules, issued by the SEC in 2008. An accounting standards update revised the definition of proved oil and gas reserves to require that the average, first-day-of-the-month price during the 12-month period before the end of the year rather than the year-end price, must be used when estimating whether reserve quantities are economic to produce. This same 12-month average price is also used in calculating the aggregate amount of (and changes in) future cash inflows related to the standardized measure of discounted future net cash flows. The rules also allow for the use of reliable technologies to estimate proved oil, natural gas, and natural gas liquids (NGL) reserves if those technologies have been demonstrated to result in reliable conclusions about reserve volumes.

The unaudited supplemental information on oil and gas exploration and production activities for 2013, 2012, and 2011 has been presented in accordance with the revised reserve estimation and disclosure rules, which were not applied retrospectively.

Oil and Gas Reserves

Proved oil and gas reserves are those quantities of oil and gas which, by analysis of geoscience and engineering data, can be estimated with reasonable certainty to be economically producible from a given date forward, from known reservoirs, and under existing economic conditions, operating methods, and government regulations.

Proved developed oil and gas reserves are proved reserves that can be expected to be recovered:(i) through existing wells with existing equipment and operating methods or in which the cost of the required equipment is relatively minor compared to the cost of a new well; and (ii) through installed extraction equipment and infrastructure operational at the time of the reserves estimate if the extraction is by means not involving a well.

Proved undeveloped oil and gas reserves are proved reserves that are expected to be recovered from new wells on undrilled acreage, or from existing wells where a relatively major expenditure is required for recompletion.

Canadian provincial royalties are determined based on a graduated percentage scale, which varies with prices and production volumes. Canadian reserves, as presented on a net basis, assume prices and royalty rates in existence at the time the estimates were made, and Husky's estimate of future production volumes. Future fluctuations in prices, production rates, or changes in political or regulatory environments could cause Husky's share of future production from Canadian reserves to be materially different from that presented.

Subsequent to December 31, 2013, no major discovery or other favourable or adverse event is believed to have caused a material change in the estimates of developed or undeveloped reserves as of that date.

Note that the numbers in each column of the tables throughout this exhibit may not add due to rounding.

Results of Operations for Producing Activities ⁽¹⁾ (unaudited)

(\$ millions)	Year Ended December 31, 2013		
	Canada	International	Total
Revenues, net of Royalties	5,937	220	6,157
Production and Operating Expenses	1,914	31	1,945
Depreciation, Depletion, Amortization & Impairment	2,481	19	2,500
Exploration & Evaluation Expenses	235	13	248
Earnings Before Taxes	1,307	157	1,464
Income Taxes	379	46	425
Results of Operations	928	111	1,039

(\$ millions)	Year Ended December 31, 2012		
	Canada	International	Total
Revenues, net of Royalties	5,367	264	5,631
Production Expenses	1,798	31	1,829
Depreciation, Depletion, Amortization & Impairment	2,093	11	2,104
Exploration & Evaluation Expenses	305	45	350
Earnings before Taxes	1,170	177	1,347
Income Tax Expense	339	51	391
Results of Operations	831	126	956

⁽¹⁾ The costs in this schedule exclude corporate overhead, interest expense and other operating costs, which are not directly related to producing activities.

Costs Incurred in Oil and Gas Property Acquisition, Exploration and Development Activities (unaudited)

(\$ millions)	Canada	International	Total
2013			
Property Acquisition			
Proved	37	—	37
Unproved	1	—	1
Exploration	554	21	575
Development	3,018	633	3,651
Total Costs Incurred	3,610	654	4,264

2012			
Property Acquisition			
Proved	6	—	6
Unproved	15	—	15
Exploration ⁽¹⁾	338	25	363
Development ⁽²⁾	4,075	834	4,909
Total Costs Incurred	4,434	859	5,293

2011			
Property Acquisition			
Proved	792	—	792
Unproved	82	—	82
Exploration	457	266	723
Development	2,389	546	2,935
Total Costs Incurred	3,720	812	4,532

⁽¹⁾ Total international exploration costs of \$25 million pertain entirely to Indonesia.

⁽²⁾ Total international development costs of \$834 million pertain to the following countries: China - \$833 million and Indonesia - \$1 million.

Acquisition costs include costs incurred to purchase, lease or otherwise acquire oil and gas properties.

Exploration costs include the costs of geological and geophysical activity, retaining undeveloped properties and drilling and equipping exploration wells.

Development costs include the costs of (i) drilling and equipping development wells and (ii) facilities to extract, treat, gather and store oil and gas.

Exploration and development costs include administrative costs and depreciation of support equipment directly associated with these activities.

The following table sets forth a summary of oil and gas property costs not being amortized at December 31, 2013, by the year in which the costs were incurred:

Withheld Costs (unaudited)

<i>(\$ millions)</i>	Total	2013	2012	2011	Prior to 2010
Property Acquisitions					
Canada	167	11	12	144	—
International	—	—	—	—	—
Total Property Acquisitions	167	11	12	144	—
Exploration					
Canada	282	—	282	—	—
International	813	538	17	235	23
Total Exploration	1,095	538	299	235	23
Development					
Canada	3,469	658	662	2,053	96
International	2,585	524	939	539	583
Total Development	6,054	1,182	1,601	2,592	679
Capitalized Interest					
Canada	206	95	55	24	32
International	430	171	118	62	79
Total Capitalized Interest	636	266	173	86	111
Total Withheld Costs	7,952	1,997	2,085	3,057	813

Capitalized Costs Relating to Oil and Gas Producing Activities (unaudited)

<i>(\$ millions)</i>	Canada	International	Total
2013			
Proved Properties ⁽¹⁾	39,786	3,475	43,261
Unproved Properties	855	343	1,198
	40,641	3,818	44,459
Accumulated DD&A	(20,129)	(353)	(20,482)
Net Capitalized Costs	20,512	3,465	23,977
2012			
Proved Properties ⁽¹⁾	36,362	2,464	38,826
Unproved Properties	496	314	810
	36,858	2,778	39,636
Accumulated DD&A	(17,629)	(318)	(17,947)
Net Capitalized Costs	19,229	2,460	21,689
2011			
Proved Properties ⁽¹⁾	32,101	1,539	33,640
Unproved Properties	421	325	746
	32,522	1,864	34,386
Accumulated DD&A	(15,586)	(312)	(15,898)
Net Capitalized Costs	16,936	1,552	18,488

⁽¹⁾ Capitalized costs related to proved properties include the ARO. The ARO for the years presented were as follows:

<i>(\$ millions)</i>	Canada	International	Total
2013	2,391	161	2,552
2012	2,363	129	2,492
2011	1,369	20	1,389

Oil and Gas Reserve Information

In Canada, Husky's proved crude oil, NGL and natural gas reserves are located in the provinces of Alberta, Saskatchewan, British Columbia, and offshore East Coast of Canada. Husky's international proved reserves are located in China, Indonesia and Libya.

Reserves	Canada			International			Total			Total Company
	Crude Oil (mmbbls)	NGL (mmbbls)	Natural Gas (bcf)	Crude Oil (mmbbls)	NGL (mmbbls)	Natural Gas (bcf)	Crude Oil (mmbbls)	NGL (mmbbls)	Natural Gas (bcf)	
Net Proved Reserves ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾										
End of Year 2010	540	42	1,587	6	5	147	546	47	1,734	882
Revisions	(1)	-	34	(1)	-	(10)	(2)	-	24	2
Purchases	21	16	342	-	-	-	21	16	342	94
Sales	(2)	-	(2)	-	(1)	(29)	(2)	(1)	(31)	(8)
Improved Recovery	13	-	1	-	-	-	13	-	1	13
Discoveries and Extensions	84	3	75	-	-	-	84	3	75	99
Production	(63)	(2)	(213)	(2)	-	-	(65)	(2)	(213)	(102)
End of Year 2011	592	59	1,824	3	4	108	595	63	1,932	980
Revisions	29	(4)	(357)	4	(1)	-	33	(5)	(357)	(30)
Purchases	-	-	-	-	-	-	-	-	-	-
Sales	(1)	-	-	-	-	-	(1)	-	-	(1)
Improved Recovery	16	-	-	-	-	-	16	-	-	16
Discoveries and Extensions	29	6	140	1	7	271	30	13	411	111
Production	(63)	(3)	(190)	(2)	-	-	(65)	(3)	(190)	(100)
End of Year 2012	602	58	1,417	6	10	379	608	68	1,796	976
Revisions	20	(2)	144	3	1	3	23	(1)	147	80
Purchases	1	-	1	-	-	-	1	-	1	1
Sales	-	-	(3)	-	-	-	-	-	(3)	(1)
Improved Recovery	7	-	-	-	-	-	7	-	-	7
Discoveries and Extensions	75	5	228	0	1	21	75	6	249	89
Production	(67)	(3)	(174)	(2)	-	-	(69)	(3)	(174)	(101)
End of Year 2013	638	58	1,613	7	12	403	645	70	2,016	1,051
Net Proved Developed Reserves ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾										
End of Year 2010	301	34	1,327	6	-	-	307	34	1,327	562
End of Year 2011	320	50	1,567	3	-	-	323	50	1,567	635
End of Year 2012	331	50	1,191	6	-	-	337	50	1,191	585
End of Year 2013	332	51	1,247	7	7	275	339	58	1,522	651
Net Proved Undeveloped Reserves ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾										
End of Year 2010	239	8	260	-	5	147	239	13	407	320
End of Year 2011	272	9	257	-	4	108	272	13	365	345
End of Year 2012	271	8	226	-	10	379	271	18	605	391
End of Year 2013	306	7	366	-	5	128	306	12	494	400

(1) Net reserves are the Company's lesser royalty, overriding royalty and working interest share of the gross remaining reserves, after deduction of any crown, freehold and overriding royalties. Such royalties are subject to change by legislation or regulation and can also vary depending on production rates, selling prices and timing of initial production.

(2) Reserves are the estimated remaining quantities of oil and gas and related substances anticipated to be economically producible, as of a given date, by application of development projects to known accumulations.

(3) Proved oil and gas reserves are those quantities of oil and gas which, by analysis of geoscience and engineering data, can be estimated with reasonable certainty to be economically producible from a given date forward, from known reservoirs, and under existing economic conditions, operating methods and government regulations.

(4) Proved developed oil and gas reserves are proved reserves that can be expected to be recovered: (i) through existing wells with existing equipment and operating methods or in which the cost of the required equipment is relatively minor compared to the cost of a new well; and (ii) through installed extraction equipment and infrastructure operational at the time of the reserves estimate if the extraction is by means not involving a well. Proved undeveloped oil and gas reserves are proved reserves that are expected to be recovered from new wells on undrilled acreage, or from existing wells where a relatively major expenditure is required for recompletion.

The Company's reserve replacement ratio⁽¹⁾ for the last three years was as follows:

Net Proved Oil and Gas Reserves	2013	2012	2011
Excluding Acquisition & Divestiture	174%	96%	112%
Including Acquisition & Divestiture	174%	96%	196%

⁽¹⁾ Reserve replacement ratio is calculated as net reserve additions during the period divided by total production during the period. Net reserve additions include: revisions, purchases, sales, improved recovery, and discoveries and extensions.

Standardized Measure of Discounted Future Net Cash Flows Relating to Proved Oil and Gas Reserves (unaudited)

The following information has been developed utilizing procedures prescribed by FASB Accounting Standards Codification 932, "Extractive Activities - Oil and Gas" and is based on crude oil and natural gas reserve and production volumes estimated by the Company's reserves evaluation staff. It may be useful for certain comparison purposes, but should not be solely relied upon in evaluating Husky or its performance. Further, information contained in the following table should not be considered as representative of realistic assessments of future cash flows, nor should the standardized measure of discounted future net cash flows be viewed as representative of the current value of Husky's reserves.

The future cash flows presented below are based on average sales prices and cost rates, and statutory income tax rates in existence as of the date of the projections. It is expected that material revisions to some estimates of crude oil and natural gas reserves may occur in the future, development and production of the reserves may occur in periods other than those assumed, and actual prices realized and costs incurred may vary significantly from those used.

Management does not rely upon the following information in making investment and operating decisions. Such decisions are based upon a wide range of factors, including estimates of probable as well as proved reserves, and varying price and cost assumptions considered more representative of a range of possible economic conditions that may be anticipated.

The computation of the standardized measure of discounted future net cash flows relating to proved oil and gas reserves at December 31, 2013 was based on the NYMEX 2013 average natural gas cash market price of U.S. \$3.67/mmbtu (2012 average - U.S. \$2.78/mmbtu; 2011 average - U.S. \$4.15/mmbtu) and on crude oil prices computed with reference to the 2013 average WTI spot price of U.S. \$97.48/bbl (2012 average - U.S. \$95.38/bbl; 2011 average - U.S. \$95.95/bbl).

Standardized Measure (unaudited) (\$ millions)	Canada ⁽¹⁾			International ⁽¹⁾			Total ⁽¹⁾		
	2013	2012	2011	2013	2012	2011	2013	2012	2011
Future Cash Inflows	47,890	43,058	50,824	6,331	5,850	1,510	54,221	48,908	52,334
Future Production Costs	18,443	15,803	18,342	1,261	1,099	503	19,704	16,902	18,845
Future Development Costs	11,150	8,138	7,932	656	1,293	161	11,806	9,431	8,093
Future Income Taxes	4,682	4,724	6,286	755	670	282	5,437	5,394	6,568
Future Net Cash Flows	13,615	14,393	18,264	3,659	2,788	564	17,274	17,181	18,828
Annual 10% Discount Factor	5,119	5,747	8,217	660	724	199	5,779	6,471	8,416
Standardized Measure of Discounted Future Net Cash Flows	8,496	8,646	10,047	2,999	2,064	365	11,495	10,710	10,412

⁽¹⁾ The schedules above are calculated using year average prices and year-end costs, statutory income tax rates and existing proved oil and gas reserves for 2011, 2012 and 2013. The value of exploration properties and probable reserves, future exploration costs, future change in oil and gas prices and in production and development costs are excluded.

Changes in Standardized Measure of Discounted Future Net Cash Flows Relating to Proved Oil and Gas Reserves (unaudited)

(\$ millions)	Canada ⁽¹⁾			International ⁽¹⁾			Total ⁽¹⁾		
	2013	2012	2011	2013	2012	2011	2013	2012	2011
Present Value at January 1	8,646	10,047	7,791	2,064	365	354	10,710	10,412	8,145
Sales and Transfers, net of Production Costs	(3,980)	(3,538)	(4,239)	(189)	(235)	(216)	(4,169)	(3,773)	(4,455)
Net Change in Sales and Transfer Prices, net of Development and Production Costs	975	(1,353)	3,281	(87)	(15)	266	888	(1,368)	3,547
Development Cost Incurred that Reduced Future Development Costs	3,380	3,093	2,500	650	733	7	4,030	3,826	2,507
Changes in Estimated Future Development Costs	(3,941)	(2,234)	(1,921)	47	(1,551)	26	(3,894)	(3,785)	(1,895)
Extensions, Discoveries and Improved Recovery, net of Related Costs	1,281	937	1,601	203	2,774	10	1,484	3,711	1,611
Revisions of Quantity Estimates	1,169	(460)	156	237	426	(47)	1,406	(34)	109
Accretion of Discount	939	1,194	908	262	(101)	55	1,201	1,093	963
Sale of Reserves in Place	(6)	(12)	(28)	—	—	(59)	(6)	(12)	(87)
Purchase of Reserves in Place	25	9	1,096	—	—	—	25	9	1,096
Changes in Timing of Future Net Cash Flows and Other	158	320	(358)	(107)	(4)	(20)	51	316	(378)
Net Change in Income Taxes	(150)	643	(740)	(81)	(328)	(11)	(231)	315	(751)
Net Increase (Decrease)	(150)	(1,401)	2,256	935	1,699	11	785	298	2,267
Present Value at December 31	8,496	8,646	10,047	2,999	2,064	365	11,495	10,710	10,412

⁽¹⁾ The schedules above are calculated using year-end average prices and year-end costs, statutory income tax rates and existing proved oil and gas reserves for 2011, 2012, and 2013. The value of exploration properties and probable reserves, future exploration costs, future changes in oil and gas prices and in production and development costs are excluded.

Recent Amendments to the Code of Business Conduct

The Board of Directors of Husky Energy Inc. approved a general update of its Code of Business Conduct. The following is a general summary of the principal areas of change.

1. Honest and ethical conduct

- A “Message from Our CEO”, setting out Husky’s expectations for conducting business honestly and with integrity, replaces the Statement of Principles section.
- Additional detail about how potential conflicts of interest may arise, and how any potential conflict of interest should be reported upon commencement of employment, and/or as soon as possible after discovering any other potential conflict of interest after starting work, have been added.
- The topics of community investment, political donations, fair competition and transactions with suppliers were updated.
- The section dealing with anti-bribery was extensively updated to reflect legislative developments.
- Sections addressing lobbying and compliance with applicable laws regarding economic sanctions and terrorism financing have been added.

2. Disclosure

- A section dealing with external communications has been added, which highlights that Husky designates specific people to speak on behalf of Husky to groups which include, but are not limited to, the investment community, investors, regulators and the media.
- The Code now expressly extends to social media platforms.

3. Compliance

- The Code expressly states its application to subsidiaries, divisions and affiliates over which Husky exercises control.

4. Prompt reporting

- The Code now provides that an individual who becomes aware of an actual or suspected breach of the Code has a positive obligation to report it by one of the prescribed methods outlined therein. Previously, reporting was encouraged but not mandated.
- Instructions on how reporting a suspected breach can be made anonymously through Husky’s ethics reporting system, the Ethics Help Line, in order to encourage individuals to come forward, have been clarified.

5. Accountability

- In addition to Husky’s officers, directors and employees, the Code now also expressly applies to temporary or contract staff.

Amended Code of Business Conduct

Purpose

Husky Oil Operations Limited is committed to upholding high standards of business integrity, and seeks to deter wrongdoing and to promote transparent, honest and ethical behaviour in all our business dealings. It is for this reason the Code of Business Conduct (the "Code") was developed.

The Code applies to Husky Oil Operations Limited and all divisions, subsidiaries and affiliate companies over which it exercises control (collectively, "Husky" or the "Company") in all countries in which they operate. It also applies to all Officers, Directors and employees, which for these purposes includes temporary or contract staff (hereinafter referred to as "Personnel").

The Code sets out the minimum standards of conduct to which all Personnel are required to adhere. Personnel are to comply with any additional requirements set by their employing company or by local law, which may be stricter than those set out here.

The Code may be modified from time to time. Personnel will be notified of any such changes.

1. General Guidelines for Appropriate Conduct

You, as Personnel, are expected to accept certain responsibilities, adhere to acceptable legal business principles, and exhibit a high degree of personal integrity at all times. You are expected to refrain from behaviour that might be harmful to you, your co-workers, our business associates or the Company. The intent of the Code is not to place unreasonable restrictions on your personal actions, but to set out the standards you are expected to meet in your capacity as Personnel. You are expected to comply with the Code and all Husky policies.

Husky will strive to ensure the activities of our Personnel, suppliers and agents are consistent with these principles. Any breach of the Code is considered serious and may result in disciplinary action up to and including the immediate termination of employment for just cause in accordance with the prevailing laws and regulations of the jurisdiction you are in, or the immediate termination of a service contract.

If you have any questions relating to the Code, you are to seek the advice of your Department Manager, the executive responsible for your business unit, or the Legal Department.

2. Compliance with Laws

You must recognize, be familiar with, and comply with the governmental laws, rules, and regulations that apply to Husky's business in the area in which your employing company operates.

3. Diversity and Respectful Workplace

Husky is an equal opportunity employer and is committed to building a work environment that is free of discrimination, harassment and violence by ensuring our employment policies are implemented in a fair and equitable manner and are free of discrimination. The Company will support and promote the protection of human rights within our sphere of influence. Discrimination based on the categories protected by law in the jurisdiction in which you are employed is strictly prohibited.

All incidents of discrimination, harassment and violence should be reported. Allegations of discrimination, violence or harassment are taken seriously and treated in a discrete and timely manner. Husky strictly prohibits retaliatory action in any form against any Personnel who, in good faith, reports a possible violation.

See Diversity and Respectful Workplace Policy 2.02 for further information.

4. Drugs and Alcohol

Husky is committed to providing a safe, healthy and productive work environment. Personnel make a valuable contribution to Husky's success through safe, efficient and conscientious performance of their

duties. Personnel are required to be fit for duties when reporting for work and remain fit for duties at all times while at work. All Personnel are required to report any unsafe work, including when Personnel are not fit for duties.

The use of alcohol and/or drugs may adversely affect job performance, productivity, business decisions and the safety and well-being of our people and the communities in which we operate. Personnel are required to declare if they are not fit for duties to ensure the continued safe operation of our business.

Personnel who have a drug or alcohol dependency or any concerns related to the use or abuse of drugs and/or alcohol are encouraged to seek assistance at the earliest opportunity. Through our Employee and Family Assistance Program, the Company will provide employees who have drug or alcohol related problems the opportunity and the support to help them to overcome these problems.

See Drug and Alcohol Policy 2.09 and Employee and Family Assistance Program Policy 3.04 for further information.

5. **Conflicts of Interest and Outside Activities**

You must avoid all situations in which your personal interests conflict with your duties to Husky or the interests of the Company. To do so, you must be sensitive to any activities, interests or relationships that might conflict, or even appear to conflict, with your ability to act in the best interests of Husky. You are required to disclose any potential conflict of interest upon commencing work, and/or as soon as possible after discovering any other potential conflict of interest after starting at Husky.

A potential conflict of interest arises any time you or any "related person" engage in any activity that may:

- (a) Result, directly or indirectly, in you receiving a benefit from a relationship with Husky, at the expense of Husky, or resulting in a lost opportunity to Husky; or
- (b) Interfere with your objectivity or effectiveness in performing your duties and responsibilities to Husky.

A "related person" is generally a person with whom you have a close personal relationship, a member of your household, or is financially dependent on you. At a minimum, this includes your spouse, civil partner, and any person living in the same house as you.

Any of the following activities can create conflicts as described further below:

- (a) Outside work, employment, or other endeavours:
 - (i) in areas similar to those in which Husky is involved;
 - (ii) for clients, suppliers, vendors or competitors of Husky; or
 - (iii) that otherwise have the potential to affect your objectivity and work performance.
- (b) Performing outside work or soliciting outside business on Husky's premises or on Husky's time.
- (c) Using Husky's equipment or services, materials, resources or proprietary information for outside work.
- (d) Engaging in any activities that could reflect negatively on the reputation of our Personnel.
- (e) Holding any financial interest in, or taking a loan from, a company or organization that is a supplier, client or competitor of Husky.

You must immediately disclose any potential conflicts of interest to your Department Manager or the executive responsible for your business unit. If the Department Manager or the executive responsible for your business unit is uncertain whether the situation is contrary to policy, he or she is expected to consult with Husky's Senior Vice President, Human & Corporate Resources or Senior Vice President, General Counsel & Secretary.

Unless you have disclosed the matter and obtained approval as set forth above, you should not:

- (a) Influence, or seek to influence, a corporate decision in a manner that favours another individual or organization in the expectation of realizing personal gain for yourself, a family member, or others with whom you have or have had an association.
- (b) Own, either directly or indirectly, a significant financial interest in any supplier, client or competitor of Husky. A financial interest is significant if the holding is either:

- (i) 5% or more of the stock, assets or other interests of the supplier, client or competitor; or
 - (ii) 10% or more of your net assets.
- Such financial interest includes significant investments in oil and gas properties and shares or securities of Husky's joint ventures.
- (c) Own any investments that could materially affect your judgment with respect to Husky's business interests.
 - (d) Act as an officer, director, partner, consultant, representative, agent, advisor or employee of any of the following:
 - (i) A supplier, client or competitor of Husky;
 - (ii) Any business that is involved in technical areas or product lines that are similar to those of Husky;
 - (iii) Any business whose customers include the Company, our customers or our suppliers; or
 - (iv) Any organization that has or seeks business dealings with Husky where there exists (or may appear to exist) an opportunity for special consideration for you or the organization.
 - (e) Accept any directorship, consulting or advisory appointment or engage in any other activity that could create a conflict of interest that may impair Husky's reputation for impartiality and fair dealings. Examples of such activities include the following:
 - (i) Owning a financial interest with an employee or representative of a supplier, vendor, client or competitor of Husky with whom you regularly come into contact while performing Husky business;
 - (ii) Accepting a personal discount (on products, services or other items) from an employee or representative of a supplier, vendor, client or competitor of Husky, which is not generally available in the normal course of business; and
 - (iii) Dealing directly in the course of normal Husky responsibilities with a spouse or immediate family member who is employed by a supplier, vendor, client or competitor of Husky.

6. **Proper Record-Keeping**

If you prepare any accounting, sales, or operations records, you are required to do so in a manner that ensures Husky's books, records and accounts reflect accurately, fairly, in reasonable detail, and on a timely basis, all transactions, acquisitions, dispositions of assets, and other business affairs of Husky.

You are prohibited from the following:

- (a) Establishing or maintaining any unrecorded funds, assets or transactions on behalf of Husky;
- (b) Making any false, artificial, or misleading entries in the books, records and documents of Husky for any reason;
- (c) Engaging in any arrangement internally and/or externally that results in such prohibited acts; and
- (d) Initiating any transaction or making any payment on behalf of Husky with the intention or understanding that the transaction or payment is other than what is described in its documentation.

7. **Community Investment and Political Donations**

Husky's Community Investment program supports the corporate business strategy by building Husky's reputation as a responsible and constructive member of the communities in which we operate and our Personnel live. The Company's Funding Guidelines are publicly available to promote understanding of Husky's focus areas and to assist potential applicants.

Husky observes and respects all laws concerning the making of political contributions in the jurisdictions in which it operates. The Company does not provide political donations in respect of municipal elections, leadership contests, individual candidates or riding/constituency associations. Husky will consider political donation requests from, and for the benefit of, registered major political parties at the provincial level in Canada where permitted. Husky recognizes that corporate political contributions are prohibited at the federal level in Canada.

Personnel who make individual political contributions shall not attempt to have such contributions expensed to Husky directly or indirectly and Husky will not reimburse any Personnel who submits an expense account for a political contribution.

In jurisdictions where it is allowed to make donations to political parties, the Company will only donate to political parties through participation in fundraising events, which in most cases will be fundraising dinners.

See Community Investment Policy 1.14 for further information.

8. **Lobbying**

You, as Personnel, should consult with your Vice President or the Legal Department to ensure that lobbying is not prohibited in your jurisdiction.

Lobbying is not a prohibited activity in Canada, but Husky must make monthly public filings in Canada and several provinces in order to report lobbying activities that have taken place on behalf of the company. Husky has instituted a monthly internal reporting process in order to facilitate these filings, and you should report to your Vice President any lobbying activities you or your reports participate in either on behalf of Husky or as a member of an association in which you are a Husky representative (for example, CAPP).

You may be lobbying on behalf of Husky if you are communicating with a "public office holder". The term "public office holder" is very broad and includes MPs, MLAs, other elected officials, all public servants and most government agencies and boards appointed by governments.

If your unit is considering lobbying, or considering making a pre-arranged appointment with any federal public office holders, you should contact the Director of Government & Community Relations for more guidance.

If you are communicating with a federal public office holder, you should report lobbying activities internally if your communication is about:

- (a) legislative proposals;
- (b) the introduction, passage, defeat or amendment of bills or resolutions;
- (c) the making or amending of regulations, policies or programs; or
- (d) the awarding of governmental grants, contributions, or other financial benefits.

Each province has slightly different rules defining what is and is not lobbying. Generally, if you are communicating with a provincial public office holder, you should report lobbying activities internally if you are communicating in an attempt to influence:

- (a) the development of any legislative proposal;
- (b) the introduction, passage, defeat or amendment of any bill or resolution;
- (c) the making or amendment of any regulation;
- (d) the development, amendment or termination of any policy or program;
- (e) a decision to sell all or part of the Crown's interest in a business, enterprise or institution that provides goods or services to the Crown or to the public;
- (f) a decision regarding privatization or outsourcing;
- (g) the awarding of any grant or financial benefit by or on behalf of the government; or
- (h) the awarding, amendment or termination of any contract, grant or financial benefit by or on behalf of the government or a provincial entity.

If you are requesting information from a federal or provincial public office holder, or communicating with them about the interpretation, application or enforcement of existing laws or regulations, you do not need to report it as lobbying. You also do not need to report lobbying activity if you are communicating with federal public office holders in a proceeding that is a matter of public record, such as submissions to the Senate or House of Commons.

If you have any doubt as to whether your interaction with a government representative constitutes lobbying, you should include a brief summary of it in your monthly report to your Vice President so that it can be reviewed by the Legal Department.

9. **Company Resources**

9.1 Safeguard Company Resources

You are expected to safeguard all Husky assets and information, including any personal or customer private information. You must not engage in any theft, pilferage, willful damage, or misuse of Husky property. Such conduct may be a crime and may be reported to appropriate law enforcement authorities.

9.2 Confidential Information and Intellectual Property

You are prohibited from disclosing, misappropriating, or using confidential information or intellectual property which is owned, developed, or otherwise possessed by Husky, except as specifically authorized, and only for the performance of your duties for Husky.

Confidential information includes, but is not limited to, corporate records, reports, papers, devices, processes, programs, plans, methods, other intellectual property, other non-public information, and any other information which is designated as confidential at the time it is made available to you or which, because of the circumstances under which you receive it, would reasonably be considered to be confidential. This applies to information owned or developed by Husky, or by third parties and in the possession of Husky.

Intellectual property includes computer software programs, technical processes, inventions, research devices, reports or articles containing any form of unique or original innovation or development, whether or not protected by patent, trademark, copyright, or otherwise.

Any intellectual property created or developed by you within your scope of employment is owned by Husky.

9.3 Use of E-mail, Voicemail, Computer and Other Technology

Husky assets are the property of Husky and are provided for the purpose of conducting work for the Company. Reasonable personal use may be permitted provided that it is otherwise in compliance with Husky's policies and the Company reserves the right to monitor, review and restrict personal use of our property at all times. You are responsible for exercising good judgment regarding the reasonableness of personal use and the amount and type of personal information you store. If any doubt exists, you should consult your supervisor or Department Manager.

All users of Husky assets shall:

- (a) Comply with all legal requirements;
- (b) In no way cause harm to Husky's public image;
- (c) Do nothing to adversely impact other users' use of, or access to, Husky assets; and
- (d) Comply with all Husky policies, procedures and guidelines.

Subject to applicable law, Husky may monitor, review, audit, intercept and access your communications using Husky's technology for any legitimate business reason or when required by law. You acknowledge that monitoring of your private communications and your use of Husky's technology may be necessary due to certain legitimate business reasons or when required by law.

See Information Security Policy 5.07 and Acceptable Use Policy 5.08 for further information.

9.4 Record Retention

Husky creates, receives and maintains records to carry out business activities and to document actions, transactions and decisions. Husky owns all of the information and records that are created, generated or received by Personnel and others performing business activities on behalf of Husky.

A record, regardless of format or media, contains information that has business value to the Company, provides evidence of legal, financial or operational activity and may contain business decisions, actions or policies. All records must be managed to ensure Husky retains information in accordance with our obligations, applicable policies and procedures and Husky's Records Retention Schedule, and to ensure records are available for business use.

See Records Management Policy 5.04 for further information.

10 Fair Competition

Husky is committed to conducting business ethically and legally. A key component of this commitment is to comply with competition laws, the purpose of which is to preserve and promote a competitive market economy. The consequences of violating competition laws are serious and can include imprisonment and significant fines. Questions arising with respect to compliance with competition laws may be referred to your supervisor or to the Legal Department.

- (a) You are prohibited from engaging in communications with Husky's competitors, whether oral or written, direct or indirect, private or public, that might allow anyone to infer an agreement or understanding between competitors about pricing, supply, sale or purchase terms, limiting production or sales, quality, supply sources, distribution channels or allocation of customers, territories or product markets.
- (b) You are prohibited from entering into any agreement, whether oral or written, with a competitor to adhere to certain prices or terms of sale (credit terms, discounts and the like).
- (c) You are prohibited from entering into any agreement, whether oral or written, with a competitor that results in a division, assignment, or apportionment of customers or territories to be served or a limitation on any product produced or sold or services rendered.
- (d) You are prohibited from entering into an agreement, whether oral or written, where Husky and one or more competitors: agree that one or more of them will refrain from bidding, agree to bid at agreed prices, or agree to withdraw a bid (known as bid rigging).

See Competition Act Compliance Policy 1.18 for further information.

11 Transactions and Relationships with Suppliers

The Procurement Department ("Procurement") provides corporate leadership for entering into external commitments with suppliers and contractors. Upon receiving internal authorization, Procurement will enter into agreements, in accordance with the Code, that will maximize value to Husky, minimize risk and ensure security of supply.

Procurement sets the guidelines used to procure goods, equipment and contractor services in accordance with the Procurement Practice maintained by the Procurement function.

Procurement determines the procurement/contracting strategy in concert with the client group. Creating a competitive marketplace is a key component of Husky's procurement strategy. Competitive bidding is the preferred approach, but it is only one of a number of strategies that is used. Sole sourcing is only used where there is proper justification. You are prohibited from improperly disclosing outside Husky any information regarding bids, evaluations, negotiations or award of business in general which, in the opinion of Husky, could create an unfair advantage or disadvantage for an individual bidder or jeopardize the bid process or the intent of Husky's procurement process.

See Purchasing Policy 1.05 for further information.

12 Bribery and Other Improper Payments

Bribery is a criminal offence in most countries, including Canada, the United States, Hong Kong and the United Kingdom. It damages a company's reputation and undermines its relationship with its regulators, customers, business partners and competitors. Some countries, notably Canada, the United States and the United Kingdom, have enacted anti-corruption laws which apply to the actions of citizens and domestic companies even if the activity takes place outside of those countries. Canada's *Corruption of Foreign Public Officials Act* and the United States' *Foreign Corrupt Practices Act* apply to both individuals and corporations whether acting directly or through an agent or third party. The United Kingdom anti-corruption laws can also apply to companies wherever incorporated which carry on a business or a part of a business in any part of the United Kingdom. Breach of these laws may lead to criminal prosecution or regulatory action against a company or its employees, resulting in the imposition of criminal or civil penalties including imprisonment and significant fines, and could damage a company's business.

Personnel and third parties acting on behalf of Husky are prohibited from offering to pay, paying, promising to pay, or authorizing the payment of any bribe to any employee, official, or agent of any

government, commercial entity, or individual in connection with the business or activities of Husky, either directly or indirectly. A bribe for the purposes of the Code is any money, goods, services, or other thing of value offered or given with the intent to gain any improper advantage for Husky.

You are prohibited from soliciting, offering, promising, authorizing, approving, or condoning the use of corporate funds or property for any improper purpose, including the following:

- (a) The payment or offer of a bribe to any:
 - (i) Government official(s) in order to influence them to act or fail to act in any official capacity, or to induce them to use their influence, with any government official or government agency;
 - (ii) Political party, any official of a political party, or any candidate for political office in order to influence the political party, official or candidate to act or to fail to act in any official capacity or to induce the political party, official, or candidate to influence any government official or any government agency. [See Community Investment Policy 1.4 for further information]; or
 - (iii) Any third-party representative who will apply the bribe (in whole or in part) directly or indirectly to either of the aforementioned activities.
To minimize the risk of third-party representatives engaging in inappropriate conduct, you should (1) always act with due care and diligence in selecting third-party representatives and in monitoring their activity; (2) ensure that third-party representatives are aware of and respect our Code; (3) ensure that all fees and expenses paid to third-party representatives represent appropriate and justifiable remuneration, which is commercially reasonable under the circumstances, for legitimate services rendered by the third-party representative; and (4) keep accurate financial records of all payments.
- (b) The payment of a bribe or kickback to any person or entity to obtain business for Husky.
- (c) Acting as an intermediary for a third party in the solicitation, acceptance, payment or offer of a bribe or kickback.

You, however, are permitted to make:

- (a) Any payments to a government official, employee or agency, specifically required by a law, regulation or decree equally applicable to all similarly situated companies;
- (b) Expenditures for reasonable business courtesies and social amenities consistent with ethical business practices, and with the customs of the industry, which are offered and received on a basis of amicable personal relations, such as reasonable meals, sporting activity and other entertainment of clients, prospective employees and business associates customary in the business locale. However, you are prohibited from paying for business courtesies personally as a means of evading the requirements of the Code; and
- (c) Expenditures for reasonable travel and lodging expenses for government officials for the promotion, demonstration or explanation of Husky products or services, or in the execution or performance of a contract with a governmental entity or agency.

All such payments must be accurately and fairly recorded in Husky's books and records, and must be lawful under the laws of the jurisdiction in which they are made.

As well as complying with the provisions in the Code, you must exercise common sense and judgment in assessing whether any arrangement could be perceived to be corrupt or otherwise inappropriate. You should be mindful that many jurisdictions restrict public servants from receiving any financial benefit including tickets for sports events or entertainment. If you have any doubts about a proposed expense, the applicability of this Section or any proposed action, you must consult the executive responsible for your business unit or the Senior Vice President, General Counsel and Secretary before proceeding.

13 Accepting Payments and Entertainment

You cannot solicit or accept any funds, kickbacks, or things of value for assisting a person or entity seeking or obtaining business, or to ensure special concessions, from Husky.

You cannot solicit or accept payment of money, substantial gifts, or loans which might influence business decisions or compromise independent judgment. This prohibition includes any accommodation or transportation not directly associated with the execution of Husky business.

You may accept moderate hospitality as an accepted business courtesy but only at a level and frequency which Husky, at our expense, could provide in return. You may accept entertainment when it is consistent with generally accepted industry business practices and is permitted under applicable laws and regulations.

If you have any doubts about a proposed expense, the applicability of this Section or any proposed action, you must consult the executive responsible for your business unit or the Senior Vice President, General Counsel and Secretary before proceeding.

14 Insider Trading, Securities Hedging, Loans

Husky Energy Inc. has publicly traded securities and therefore must comply with certain legal and regulatory requirements regarding the public disclosure of material information, and our Directors, Officers and Personnel must comply with insider trading and reporting requirements.

You may become aware of material, non-public information - that is, information that has not been made publicly available by Husky in either a press release or an annual or interim financial report that could reasonably lead a person to buy or sell Husky securities or the securities of another company.

You must never use material, non-public information (even if you acquired it as a "tip" from others) to exercise options or trade - or advise or assist another person in trading or not trading - in Husky securities or the securities of another company. Trading or tipping while in possession of material, non-public information is a serious violation of the law and can result in severe civil or criminal penalties, including imprisonment.

See Company Communications, Disclosure and Insider Trading/Reporting Policy 1.02 for further information. Policy 1.02 will continue to apply after termination of employment to the extent that a former Officer, Director or Personnel is in possession of non-public material information at the time of termination. In such case, no transaction or securities of Husky may take place until the information becomes public or ceases to be material.

If you are unsure whether information is material, non-public information, consult the Legal Department before making any decision to buy or sell a security, or before disclosing the information.

15 External Communications

Husky designates specific people to speak on behalf of the Company to groups which include, but are not limited to, the investment community, investors, regulators and the media. The Code also extends to social media platforms, including Facebook, Twitter and YouTube.

See Company Communications, Disclosure and Insider Trading/Reporting Policy 1.02 for further information.

16 Privacy

Husky respects the privacy of individuals and endeavours to maintain the accuracy, confidentiality and security of personal information under our custody or control. Privacy Policy 5.02 applies in respect of all activities of Husky that are governed by privacy legislation in Canada and the United States, and provides a structure to Husky's privacy compliance regime and our collection, use and disclosure of personal information in those jurisdictions.

The Company is committed to complying with data privacy laws everywhere it operates, always taking care to protect the personal information of individuals. However, Husky strongly recommends that Personnel and others using Husky business systems do not store personal information on Husky's business systems that is not required for business purposes.

17 Economic Sanctions and Terrorism Financing

Husky complies with all applicable laws regarding economic sanctions and terrorism financing, including Canada's *Proceeds of Crime (Money Laundering) and Terrorist Financing Act*, *United Nations Act*, the *Special Economic Measures Act*, some provisions of the *Export and Import Permits Act*, and certain laws in the United States that apply to operations in that country, to American citizens and to others, the *People's Republic of China Anti-Money Laundering Law* and certain notices, guidelines and decisions on money

laundering and anti-terrorism work, and Hong Kong's *United Nations (Anti-Terrorism Measures) Ordinance and United Nations Sanctions Ordinance*.

Such laws encompass a wide variety of measures, including limitations on official and diplomatic contacts or travel, the imposition of legal measures to restrict or prohibit trade or other economic activity between countries, or the seizure or freezing of property. You are prohibited from causing Husky to be in violation of any of these laws.

18 Reporting Suspected Non-Compliance

If you become aware of any actual or suspected breach of the Code, you must report the incident in one of the following ways:

- (a) Discuss the matter with your supervisor, Department Manager or Human Resources Business Partner; or
- (b) Report the concern to the Ethics Help Line, which you may do anonymously, either over the phone or online by going to the secure EthicsPoint website at www.ethicspoint.com and selecting "File a Report" at the top of the screen; or
- (c) Contact any one of the Senior Vice President, Human and Corporate Resources, the Senior Vice President, General Counsel and Secretary, the CFO, the CEO, or the Chairman of the Audit Committee.

Husky strictly prohibits retaliatory action in any form against any Personnel who, in good faith, reports a possible violation. A report is not in good faith if you make the report, (1) knowing that it is false or misleading or knowing that there is not sufficient preliminary evidence or indication of the breach, or (2) solely to intentionally harm any person or entity associated with Husky. When a report is not made in good faith, you may be subject to disciplinary action, including summary termination for just cause in accordance with the prevailing laws and regulations of the jurisdiction you are in.

After a report is made, all Personnel must cooperate fully and openly with any investigation into suspected non-compliance of the Code. Failure to cooperate or to provide truthful information may lead to the individual being subject to disciplinary action, up to and including termination for just cause, or the immediate termination of a service contract.