

# COMPANY COMMUNICATIONS, DISCLOSURE AND INSIDER TRADING/REPORTING POLICY

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## 1. PURPOSE & SCOPE

This Policy applies to Husky Energy Inc. and all divisions, subsidiaries and affiliate companies over which it exercises control (“Husky”). It also applies to all directors, officers and employees of Husky, which for these purposes, includes Husky temporary or contract staff and any individuals authorized to speak on Husky’s behalf (hereinafter referred to as “Personnel”).

Husky has publicly traded securities and, therefore, must comply with certain legal and regulatory requirements regarding the public disclosure of Material Information (as defined below) and its Personnel must comply with insider trading and reporting requirements. This Policy will continue to apply after termination of the relationship of such Personnel with Husky to the extent that the individual is in possession of non-public Material Information at the time of termination. In such case, no transaction of securities of Husky may take place until the information becomes public or ceases to be material.

The objectives of this Policy are to:

- ensure Husky has consistent standards and procedures for all of its public disclosure of Company Communications (as defined below) of both material and non-material information;
- ensure that Company Communications of Material Information to the investing public about Husky, whether positive or negative, are
  - full, fair, accurate, timely and understandable,
  - in compliance with applicable governmental laws, rules and regulations,
  - broadly disseminated in a non-selective manner in accordance with all applicable legal and regulatory requirements; and
- provide Personnel with guidelines regarding trading in securities of Husky.

Importantly, this Policy cannot cover every situation or provide information on every law that may be applicable to Husky and its Personnel. Any person who has any questions about this Policy or about specific transactions may contact the Senior Vice President, General Counsel & Secretary. Remember, however, that Personnel have the ultimate responsibility for adhering to this Policy and avoiding improper transactions. In this regard, it is imperative that Personnel exercise common sense and judgment.

## 2. APPROVAL OF POLICY

This Policy has been reviewed by the Corporate Governance Committee and approved by the Board of Directors. The Disclosure Review Committee (as defined below) will recommend any material changes to this Policy for review by the Corporate Governance Committee and approval by the Board of Directors, as needed.

### **3. DISCLOSURE REVIEW COMMITTEE**

Husky has established a Disclosure Review Committee, which is responsible for overseeing Husky's disclosure practices and procedures. The members of the Disclosure Review Committee are:

- the Chief Executive Officer;
- the Chief Financial Officer;
- the Senior Vice President, General Counsel & Secretary;
- the Senior Vice President, Corporate Affairs; and
- in respect of disclosure regarding Husky's oil and gas reserves and resources, the Chief Internal Auditor.

Each member of the Disclosure Review Committee may appoint a designate.

The responsibilities of the Disclosure Review Committee are to:

- promote awareness of, and adherence to, this Policy within Husky;
- oversee and review this Policy at least annually, and update as required, to ensure continuing compliance with changing legal and regulatory compliance;
- review and authorize disclosure (whether electronic, written or oral) of Material Information in advance of its public release;
- meet or communicate with other members of the Disclosure Review Committee at least annually, and as required, in order to meet the objectives of this Policy; and
- report to the Corporate Governance Committee of the Board of Directors annually.

The Disclosure Review Committee will make decisions on the disclosure of Material Information pursuant to legal and regulatory requirements, and will advise the Audit Committee of the Board of Directors with respect to disclosure issues relating to financial information that is within the mandate of the Audit Committee. If the Disclosure Review Committee determines that any Material Information should remain confidential, the Disclosure Review Committee will determine how the confidentiality of that Material Information will be maintained.

Husky business units must keep the Disclosure Review Committee fully apprised of all potential material Husky developments by contacting the Senior Vice President, General Counsel & Secretary who will make a preliminary assessment of whether the development is material. The Disclosure Review Committee will involve others as required to evaluate and discuss those developments and determine the materiality of those developments and the appropriateness and timing of any public release of information relating to those developments.



## 4. KEY TERMS

In this Policy, “Company Communications” include any communication by or on behalf of Husky which is outside of the course of routine private business dealings in a situation where the communication is intended to or has the potential to be disseminated to a wider audience or has the potential to be used for the purchase or sale of Husky’s securities. Company Communications covered by this Policy may or may not constitute Material Information. Company Communications include, among other things, those communications that have the potential to cause controversy or significant publicity that may affect Husky’s corporate identity, reputation, prospects or stock price.

Company Communications include, but are not limited to, documents filed with securities regulators, written statements made in Husky’s annual and quarterly reports, news releases, communications with and to shareholders, presentations by senior management, information contained on Husky’s intranet, web sites and other electronic communications, oral statements made in meetings and telephone conversations with analysts and shareholders, Forward-Looking Information (as defined below), interviews with the media, speeches, press conferences, conference calls, appointment notices for Husky and advertisements. Company Communications should only provide information concerning Husky and its business and will not normally include information about specific shareholders of Husky.

The Disclosure Review Committee will review and approve Company Communications as set out in this Policy.

“Forward-Looking Information” is disclosure regarding possible events, conditions or financial performance that is based on assumptions about future economic conditions and courses of action, and includes future-oriented financial information with respect to prospective financial performance, financial position or cash flows that is presented either as a forecast or a projection (and excludes historical facts).

“Material Information” is a material fact or a material change. Canadian securities legislation uses a market impact test in defining “material fact” and “material change”. For the purposes of this Policy:

- a material fact is defined as a fact that significantly affects or would reasonably be expected to have a significant effect on the market price or value of Husky’s publicly traded securities; and
- a material change is a change in the business, operations or capital of Husky that would reasonably be expected to have a significant effect on the market price or value of Husky’s publicly traded securities.
- Unless, after consultation with a member of the Disclosure Review Committee, there is reason to believe otherwise, Personnel should assume that information regarding the following topics is likely to be Material Information:
  - financial results or projections;
  - sales figures or projections;

- earnings figures or projections;
- initiation or progress of a significant merger, acquisition or disposition, take-over bid, joint venture or change in assets;
- borrowing or lending of a significant amount of funds or any significant mortgaging or encumbering of Husky's assets;
- significant change in capital investment plans or corporate objectives;
- change in control of Husky;
- significant oil and gas discovery;
- significant development regarding a customer or a supplier (e.g., winning or losing a big contract);
- change in senior management;
- change in auditor or notification by the auditor that Husky may no longer rely on an auditor's audit report;
- significant lawsuit against Husky; or
- events regarding Husky's securities (e.g., decision by Husky to buy back its own securities, default on a security, call of securities for redemption, stock split, dividend decision, change in the terms of a security, or a public or private sale of additional securities).

In determining whether certain information is Material Information, a number of factors should be taken into account, including:

- the nature of the information;
- the volatility of trading of Husky's securities; and
- the prevailing market conditions.

Personnel should **not** rely on their own individual judgment as to whether particular information is material. Whether particular information is material is a question of judgment. If any such individual needs to know whether particular information would be considered "Material Information", the Senior Vice President, General Counsel & Secretary, or if not available, any other member of the Disclosure Review Committee, should be consulted.

Material Information is “non-public” if it has not been disseminated in a manner making it available to investors generally. Personnel who are uncertain as to whether particular information is non-public should contact a member of the Disclosure Review Committee.

Certain of the restrictions in this section of the Policy apply not only to Personnel but also to the spouse, minor children and anyone else living in the household of the Personnel (collectively “Related Parties”). Personnel will be responsible for compliance with this Policy by their Related Parties.

## **5. Disclosure Principles**

In order to ensure compliance with legal and regulatory requirements, the Disclosure Review Committee has the sole authority in respect of the public disclosure of non-public Material Information.

Once the Disclosure Review Committee has determined that a development constitutes Material Information, Husky will comply with the following principles of disclosure:

- Material Information will be publicly disclosed promptly by news release to prevent selective, unauthorized disclosures prior to broad disclosure, except as set out below.
- If the Disclosure Review Committee determines that public disclosure of Material Information would be premature (for example, if release of the information would prejudice negotiations in a major corporate transaction), the information will be kept confidential to the extent permitted by law, until the Disclosure Review Committee determines that public disclosure is necessary or appropriate. In those circumstances, the Disclosure Review Committee will cause, if necessary, a confidential material change report to be filed with the applicable securities regulators, and will periodically (at least every 10 days) review its decision to keep the information confidential. During the period before such Material Information is publicly disclosed, market activities in Husky’s publicly traded securities will be monitored.
- Disclosure of Material Information must be complete, without any omissions that might make the rest of the disclosure misleading, and unfavorable Material Information will be disclosed as promptly and completely as favorable Material Information.
- Husky will not make selective disclosure of Material Information. Non-public Material Information will not be disclosed to selected individuals (for example, as a result of telephone calls or inquiries from an analyst or a shareholder). If non-public Material Information is inadvertently disclosed to an analyst or any other person not bound by an express confidentiality obligation, follow the procedures set out below under “Inadvertent Disclosure”.
- Disclosure should be corrected as soon as reasonably practicable if Husky subsequently learns that an earlier disclosure by Husky contained a material error at the time it was given.





- The Senior Vice President, Corporate Affairs, will monitor the media following the release of Material Information and, in the event of perceived inaccuracies in reporting, will consult with the Disclosure Review Committee to determine if and what corrective steps will be taken.

If Husky elects to disclose material Forwarding-Looking Information in continuous disclosure documents, news releases, speeches, conference calls, or otherwise, it will observe the following guidelines:

- Husky will have a reasonable basis for the Forward-Looking Information.
- The information will be clearly identified as Forward-Looking Information.
- Husky will identify material factors and assumptions used in the preparation of the Forward-Looking Information.
- The Forward-Looking Information will be accompanied by a statement that actual results may vary from the Forward-Looking Information and that identifies, in specific terms, risks and uncertainties that may cause the actual results to differ materially from those set out in the Forward-Looking Information.
- The Forward-Looking Information will be accompanied by a statement that disclaims any intention or obligation of Husky to update or revise the Forward-Looking Information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws.<sup>1</sup> Notwithstanding this disclaimer, should subsequent events prove past statements about current events to be materially off target or to have materially changed, the Disclosure Review Committee will consider whether this constitutes Material Information requiring public disclosure. Even if public disclosure is not required, Husky may still choose to issue a news release explaining the reasons for the difference and updating its Forward-Looking Information.

If Husky has publicly disclosed future-oriented financial information or a financial outlook, Husky will update the future-oriented financial information or financial outlook as required in the event material changes occur to such estimates.

## 6. Trading Restrictions and Blackout Periods

Personnel and their Related Parties are prohibited from:

- purchasing or selling;
- exercising options to purchase or sell; or
- tipping someone else to purchase or sell or not to purchase or sell,

Securities of Husky with knowledge of non-public Material Information relating to Husky. The automatic acquisition of shares pursuant to Husky's stock dividend

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<sup>1</sup> This statement is Husky's policy for updating Forward-Looking Information which is required to be disclosed pursuant to National Instrument 51-102.

program will be exempt from such prohibition provided that the person enrolled in the program prior to the acquisition of knowledge of non-public Material Information relating to Husky.

If a transaction in securities of Husky becomes the subject of scrutiny, it will be viewed after-the-fact, with the benefit of hindsight. As a result, before engaging in any transaction, Personnel should carefully consider how regulators and others might view the transaction in hindsight. Personnel are reminded that a "transaction" includes not only an individual's own personal transactions, but also transactions in Husky's securities which the individual beneficially owns or over which the individual exercises control or direction. A person beneficially owns securities if that person is entitled to all or part of the economic benefit of the securities. A person is also considered to be the beneficial owner of securities owned by a company the person controls (by owning more than 50% of the voting shares), or by the person's trustee, legal representative, and agent or other intermediary. "Control or direction" generally means that the person has by contract, operation of law or other express or implied arrangement, the power to make voting or investment decisions, alone or with others, in respect of securities. For example, if a person has discretionary authority over that person's spouse's brokerage account, the person exercises control or direction over securities in that account.

A blackout period will begin on the first day following the end of each financial year and each financial quarter and will terminate after one full day of trading of Husky's securities has elapsed after a news release is issued disclosing the financial results for the applicable period. During this period, no director or officer of Husky and no other person involved in the preparation of, or having actual knowledge of financial or other information to be contained in Husky's quarterly or annual financial statements, or their Related Parties, may undertake transactions in securities of Husky. "Transactions" include virtually all dealings in Husky's securities, including purchases and sales of securities and the exercise of options.

Apart from quarterly blackout periods, other blackout periods may be prescribed from time to time by the Disclosure Review Committee as a result of special circumstances relating to Husky which could give rise to Material Information, pursuant to which directors and officers of Husky, and their Related Parties, will be prohibited from trading in securities of Husky. All other persons with knowledge of the special circumstances will also be subject to the blackout. Such parties may include employees, contractors and external advisors, such as legal counsel or investment bankers. In the case of a prescribed blackout, involved individuals will be informed by the Senior Vice President, General Counsel & Secretary as to the application of the blackout to them.

The Company will not grant stock options, performance share units or other stock-based compensation during a trading blackout.

Directors and officers of Husky are not permitted, at any time, to:

- engage in the practice of selling "short" securities of Husky;
- engage in the practice of buying or selling a "call" or "put" or any other derivative security in respect of the securities of Husky; or