

## **HUSKY ENERGY INC.**

### **CORPORATE GOVERNANCE COMMITTEE MANDATE**

#### **A. PURPOSE**

The Corporate Governance 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 development and implementation of principles and systems for the management of corporate governance;
2. identifying qualified individuals for Board and Board committee membership, as well as committee chairs; and
3. evaluating Board, Board committee and individual director performance.

#### **B. COMPOSITION**

The Committee will consist of not less than three directors all of whom shall qualify as independent directors pursuant to applicable securities regulatory requirements.

Members of the Committee will be appointed annually at a meeting of the Board, on the recommendation of the Committee, 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 Committee.

#### **C. MEETINGS**

The Committee will meet at least semi-annually 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.

#### **D. AUTHORITY**

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.

#### **E. SPECIFIC DUTIES & RESPONSIBILITIES**

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

##### **Corporate Governance**

1. Review periodically the Corporation's response to corporate governance guidelines in effect from time to time.
2. Assist the Board in respect of matters within its purview under this mandate and in its oversight of compliance with applicable legal and regulatory requirements by the Corporation, directors and officers.
3. Review annually the Corporation's investor relations and public relations activities to ensure that procedures are in place for the effective monitoring of the shareholder base, receipt of shareholder feedback and response to shareholder concerns.
4. Review proposed amendments to the Corporation's articles and by-laws.
5. Review all related party transactions to ensure they reflect market practice and are in the best interests of the Corporation.

##### **Board**

6. Consult with the Co-Chairs of the Board, with respect to criteria regarding the personal qualifications of candidates for Board membership, such as background, experience, technical skills, affiliations and personal characteristics.
7. Assess and provide recommendations periodically to the Co-Chairs of the Board on the effectiveness of the Board as a whole, the committees of the Board, the contribution of individual directors, and assessment of directors.

8. Establish and maintain an orientation program for new directors, including the maintenance of a Directors Handbook by the Corporate Secretary containing pertinent information relating to the Board, Board committees and the Corporation.
9. Establish and maintain a continuing education program for the benefit of directors.
10. Review, on a regular basis, the adequacy and form of compensation of directors in the context of the responsibilities and risk involved in being an effective director, including making recommendations to the Board with respect to the actual remuneration (fees and retainers) and benefits provided to directors.
11. Ensure appropriate structures and procedures are in place so that the Board can function independently of management and, to this end, in conjunction with the Co-Chairs of the Board, arrange at scheduled meetings of the Board “in camera sessions” without the President and Chief Executive Officer and management being present.
12. Review the proposed annual agenda items for the Board, and consult with the Co-Chairs of the Board, from time to time, as to additional topics for discussion at meetings of the Board.
13. Receive and consider with the Co-Chairs of the Board any concerns of individual directors relating to governance matters.

#### **Committees of the Board**

14. Review from time to time, and recommend to the Co-Chairs of the Board for submission to the Board, the types and composition of Board Committees, with the Chair of each Committee.
15. Review, from time to time, and recommend to the Co-Chairs of the Board for submission to the Board, the mandates of the Board committees and criteria regarding the personal qualifications for committee membership.
16. Review, from time to time, and recommend to the Co-Chairs of the Board for submission to the Board, the rules regarding length of service of members on Board committees, meeting procedures, quorum and notice requirements, records and minutes, resignations and vacancies on Board committees.

#### **Miscellaneous**

17. Act in an advisory capacity to the Board.
18. Carry out such other responsibilities as the Board may, from time to time, set forth.

19. The Committee is to 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 detail as is reasonably appropriate.

**Effective Date: February 24, 2010**