

HUSKY ENERGY INC.

HEALTH, SAFETY AND ENVIRONMENT COMMITTEE MANDATE

A. PURPOSE

The Health, Safety and Environment 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 by reviewing, reporting and making recommendations to the Board on the Corporation’s policies, management systems and programs with respect to health, safety and environment (“HS&E”).

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 experts in the health, safety and environment, and, in any event, do not serve in such capacity. Consequently, it is not duty of the Committee to plan or conduct health, safety and environment initiatives, health, safety and environment audit program or the like, or to determine that the Corporation is in compliance with such health, safety and environment initiatives, health, safety and environment audit programs or the like, or that the Corporation’s health, safety and environment policies, management system and programs are complete, accurate or are in compliance with applicable legal and regulatory requirements. Management will continue to have the responsibility to conduct investigations and to assure compliance with applicable laws and regulations and the Corporation’s health, safety and environment policies and programs.

B. COMPOSITION

The Committee will consist of not less than three directors all of whom will be independent of management.

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, and will be listed in the annual report to shareholders.

Committee members may be removed or replaced at any time by the Board, and shall, 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.

C. MEETINGS

The Committee will meet at least semi-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 shall 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, in a timely manner.

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.

1. Review, on a periodic basis, the Corporation's HS&E policy, management systems and programs and any significant policy contraventions.
2. Review, on a periodic basis, the Corporation's HS&E audit program and significant findings resulting from the program.
3. Review, on a periodic basis, compliance with governmental orders, conduct of litigation and other proceedings relating to HS&E matters.
4. Review, on a periodic basis, actions and initiatives undertaken to mitigate HS&E risk and/or HS&E matters having the potential to affect the Corporation's activities, plans, strategies or reputation.
5. Conduct a periodic review of the Corporation's environmental remediation program.
6. Monitor, on a periodic basis, the relationship with regulatory authorities and others outside the Corporation (including joint venture partners, neighbouring property owners, stakeholders and shareholders) on HS&E issues.

7. Act in an advisory capacity to the Board.
8. Carry out such other responsibilities as the Board may, from time to time, set forth.
9. 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, set in such detail as is responsibly appropriate.

Effective Date: February 24, 2010