

CODE OF BUSINESS CONDUCT

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MESSAGE FROM OUR CEO



Conducting our business honestly and with integrity is fundamental.

This approach guides our processes, how we conduct ourselves with our partners and stakeholders, and helps shape our community relations.

Our Code of Business Conduct provides clear direction for employees, contractors, Officers and Directors on how to conduct their affairs honestly and in good faith. We expect our staff to demonstrate a high level of personal accountability and we provide a positive and respectful workplace that promotes diversity, teamwork and employment equity across all levels of the Company.

We maintain an anonymous and confidential online reporting tool and toll-free number for employees, contractors and other stakeholders to report perceived breaches. Adhering to this Code and identifying areas of improvement strengthens both Husky's reputation and our collective integrity.

This Code is a living document that reflects Husky's values, expectations and reputation, and our desire to not only do business well, but do it right. By conducting our work at the highest possible standards, each of us can contribute to Husky's success.



Robert J. Peabody
Chief Executive Officer

PURPOSE

Husky Energy Inc. 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 Energy Inc. and all divisions, subsidiaries and affiliate companies over which it exercises control (collectively, "Husky" or the "Company"). It also applies to all Officers, Directors and employees of Husky, which for these purposes includes Husky 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, contractors 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, bullying, harassment and violence should be reported. Allegations of discrimination, bullying, 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. ALCOHOL AND DRUGS

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

The use of alcohol and/or drugs, including prescription medications that may be mood-altering or impair judgment, 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 duty or are under treatment that may impair performance to ensure the continued safe operation of our business. The nature of treatment or illness does not need to be disclosed.

Personnel who have an alcohol or drug dependency or any concerns related to the use or abuse of alcohol and/or drugs are expected to seek assistance at the earliest opportunity. Assistance and support is provided through the Employee and Family Assistance Program ("EFAP"). EFAP services are completely confidential and offered at no cost to employees and their family members.

See Drug and Alcohol Policy 2.09, Statement of Contractor Requirements and the Employee and Family Assistance Program guideline 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. You must immediately disclose any potential conflicts of interest that arise or you become aware of after starting at Husky 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 Company



policy, he or she is expected to consult with Husky's Senior Vice President, Human & Corporate Resources or Senior Vice President, General Counsel & Secretary.

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 or any related person 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 customers, contractors 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 Company or our Personnel.
- (e) Holding any financial interest in, or taking a loan from, a company or organization that is a contractor, customer, partner or competitor of Husky.

The restrictions on relationships with contractors, customers, partners and competitors set out in this section will also apply, as appropriate, to affiliates of those entities.

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 related person, or others with whom you have or have had an association.

- (b) Own, either directly or indirectly, a significant financial interest in any contractor, customer, partner 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 contractor, customer, partner 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 contractor, customer, partner 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 contractors; 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 contractor, customer, partner 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 contractor, customer, partner 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 related person who is employed by a contractor, customer, partner 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 all applicable jurisdictions. 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.

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 Senior Vice President or the Legal Department to ensure that lobbying is not prohibited in your jurisdiction before engaging in any lobbying activities.

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 maintains 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, Government 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 to Husky, 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 public office holder 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. Jurisdictions outside Canada have different rules regarding lobbying activities. You must consult with the Legal Department or your Senior Vice President to ensure compliance with all applicable lobbying rules.

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. Personal use of confidential information or intellectual property is prohibited.

Confidential information includes, but is not limited to, corporate records, contractor and customer lists, 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. Confidential information also includes any earnings information, other financial information, or information about significant business transactions that has not been publicly disclosed by Husky. See Company Communications, Disclosure and Insider Trading/Reporting Policy 1.02 for further information.

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.