

**CORPORATE ACCESS NUMBER: 208858944**

**Alberta**

**BUSINESS CORPORATIONS ACT**

**CERTIFICATE  
OF  
AMENDMENT AND REGISTRATION  
OF RESTATED ARTICLES**

**HUSKY ENERGY INC.  
AMENDED ITS ARTICLES ON 2000/08/21.**



BUSINESS CORPORATIONS ACT  
(Section 27 or 171)

FORM 4

ALBERTA CONSUMER  
AND CORPORATE AFFAIRS

ARTICLES OF AMENDMENT

1. NAME OF CORPORATION: HUSKY ENERGY INC.

2. CORPORATE ACCESS NUMBER: 208858944

3. THE ARTICLES OF THE ABOVE-NAMED CORPORATION ARE AMENDED AS FOLLOWS:

A. Pursuant to Section 167 (1)(d)(e) of the *Business Corporations Act*, R.S. A. 1981, C. B-15, Item 2 of the Articles of Incorporation be amended by deleting the same in its entirety and replacing it with Schedule "A" attached hereto and forming part of these Articles of Amendment.

B. Pursuant to Section 167 (1)(l) of the *Business Corporations Act*, R.S. A. 1981, C. B-15, Item 3 of the Articles of Incorporation be amended by deleting the same in its entirety and replacing it with the following:

**"3. RESTRICTIONS, IF ANY, ON TRANSFER OF SHARES:**

**NONE."**

C. Pursuant to Section 167 (1)(k) of the *Business Corporations Act*, R.S. A. 1981, C. B-15, Item 4 of the Articles of Incorporation be amended by deleting the same in its entirety and replacing it with the following:

**"4. MINIMUM AND MAXIMUM NUMBER OF DIRECTORS:**

**Minimum of three (3); Maximum of Eighteen (18)."**

D. Pursuant to Section 167 (1)(m) of the *Business Corporations Act*, R.S. A. 1981, C. B-15, Item 6 of the Articles of Incorporation be amended by deleting the same in its entirety and replacing it with the following:

**"6. OTHER PROVISIONS, IF ANY:**

**The directors of the Corporation may, between annual meetings, appoint one or more additional directors of the Corporation to serve until the next annual meeting of the Corporation, but the number of additional directors cannot at any time exceed one-third (1/3) of the number of directors who held office at the expiration of the last annual meeting of the Corporation."**

E. Pursuant to Section 126 of the *Business Corporations Act*, R.S.A. 1981, C.B.-15, the shareholders of the Corporation be permitted to conduct meetings of shareholders outside Alberta but within Canada, at such place or places as the Board of Directors may in its discretion determine.

Date

August 21, 2000

Signature

Title

For Departmental Use Only

FILED electronically at Alberta Registries
AUG 21 2000
Borden Ladner Gervais LLP (Corporate Records Dept.)

**SCHEDULE "A"**

**Attached to and forming part of the  
Articles of Amendment  
of**

**HUSKY ENERGY INC.**

**FILED electronically  
at Alberta Registries**

**AUG 21 2000**

**Borden Ladner Gervais LLP  
(Corporate Records Dept.)**

**THE CLASSES OF SHARES AND ANY MAXIMUM NUMBER OF SHARES  
THAT THE CORPORATION IS AUTHORIZED TO ISSUE ARE:**

1. **An unlimited number of Common shares, which shall have attached thereto the following rights, privileges, restrictions and conditions:**

(a) *Voting*

The holders of the Common Shares shall be entitled to one vote in respect of each Common Share held at any meetings of the shareholders of the Corporation except meetings at which only holders of a specified class of shares are entitled to vote.

(b) *Dividends*

The holders of the Common Shares shall, in the absolute discretion of the directors, be entitled to participate and the Corporation shall pay out of monies of the Corporation properly applicable to the payment of dividends, those dividends as may be declared from time to time in respect of the Common Shares.

(c) *Liquidation, Dissolution or Winding-Up*

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purposes of winding-up its affairs the holders of the Common Shares shall be entitled to receive, a pro rata share of the assets of the Corporation.

2. **An unlimited number of Preferred Shares, which shall have attached thereto the following rights, privileges, restrictions and conditions:**

(a) *Non-Voting*

Subject to Clause (f), the holders of Preferred Shares shall not, as such, have any voting rights for the election of Directors or any other purpose and shall not be entitled to receive notice of or to attend any annual or special meeting of the shareholders of the Corporation.

(b) *Capital Distribution*

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purposes of winding-up its affairs (any of which events are referred to as a "Capital Distribution") the holders of Preferred Shares shall be entitled to receive, in respect of each Preferred Shares held, \$2.50 per share (the "Redemption Price"), before any amount shall be paid or any property or assets of the Corporation shall be distributed to the holders of Common Shares of the Corporation. Upon payment of the Redemption Price, the holders of the Preferred Shares shall not be entitled to share in any further distribution of the property or assets of the Corporation.

(c) *Automatic Redemption*

The Corporation, on the first day after issuance of the Preferred Shares (the "Redemption Date"), will redeem, subject to the provisions of the Business Corporations Act (Alberta) (the "ABCA"), the whole of the then outstanding Preferred Shares by payment of the Redemption Price for the Preferred Shares redeemed.

(d) *Redemption Procedure by Corporation*

In the case of the redemption of Preferred Shares pursuant to Clause (c), the Corporation shall on the Redemption Date pay or cause to be paid to or to the order of the registered holders of the Preferred Shares the Redemption Price for each preferred Share to be redeemed. All outstanding Preferred Shares shall thereupon be deemed to be redeemed and shall be deemed to be cancelled. From and after the Redemption Date, the holders of the Preferred Shares shall cease to be entitled to exercise any of the rights of the shareholders in respect thereof unless payment of the Redemption

Price for each Preferred Share is not made in accordance with the foregoing provisions, in which case the rights of the holders thereof shall remain unaffected until payment of the Redemption Price.

(e) *Restriction on Redemption Rights*

Nothing herein shall be deemed to permit or oblige the Corporation to redeem or repurchase the Preferred Shares of the Corporation if the redemption or repurchase would contravene any applicable statute, regulation or rule of law or equity.

(f) *Restrictions on Modifications*

The Corporation may at any time or times or from time to time pass a special resolution or resolutions whereby all or any of the rights, privileges, restrictions, conditions and limitations attaching to or affecting the Preferred Shares may be amended, modified, altered or repealed, or the application thereof suspended in any particular case, but no such special resolution shall be effective or acted upon unless and until it has been sanctioned by the affirmative vote of the holders of not less than two-thirds (2/3) of the Preferred Shares represented (in person or by proxy) and voted at a meeting duly called, in addition to such other vote of other classes or shareholders as may be required by the ABCA.

**CORPORATE ACCESS NUMBER: 208858944**

**Alberta**

**BUSINESS CORPORATIONS ACT**

**CERTIFICATE  
OF  
INCORPORATION**

**HUSKY ENERGY INC.  
WAS INCORPORATED IN ALBERTA ON 2000/06/21.**



**Articles of Incorporation  
For  
HUSKY ENERGY INC.**

<b>Classes of Shares:</b>	AN UNLIMITED NUMBER OF NO PAR VALUE COMMON SHARES.
<b>Restrictions on Share Transfers:</b>	NO SHARES OF THE CORPORATION SHALL BE TRANSFERRED WITHOUT AN AFFIRMATIVE RESOLUTION OF THE BOARD OF DIRECTORS.
<b>Number of Directors:</b>	
<b>Minimum Number of Directors:</b>	1
<b>Maximum Number of Directors :</b>	18
<b>Restrictions on Business To:</b>	NOT APPLICABLE
<b>Restrictions on Business From:</b>	NOT APPLICABLE
<b>Other Rules or Provisions:</b>	SEE ATTACHED SCHEDULE "A"

**Registration Authorized By: BONNIE K. MOORHOUSE  
AGENT OF CORPORATION**

SCHEDULE "A"  
to the  
Articles of Incorporation of  
HUSKY ENERGY INC.  
(the "Corporation")

PART 1.

The Directors of the Corporation may, between annual general meetings, appoint one or more additional directors to serve until the next annual general meeting, but the number of additional directors shall not, at any time, exceed one-third of the Directors who held office at the expiration of the last annual meeting of the Corporation.

PART 2.

1. The number of the Corporation's shareholders, exclusive of:

(a) persons who are in the employment and are shareholders of the Corporation; and

(b) persons who, having been formerly in the employment of the Corporation, were, while in that employment, shareholders of the Corporation and have continued to be shareholders of the Corporation after termination of that employment,

is limited to not more than fifty persons, two or more persons who are the joint registered holders of one or more shares being counted as one shareholder.

2. Any invitation to the public to subscribe for securities of the Corporation is prohibited.