

CORPORATE ACCESS NUMBER: 208858944

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT**

**HUSKY ENERGY INC.
AMENDED ITS ARTICLES ON 2007/06/27.**



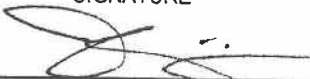
ALBERTA
REGISTRIES

ARTICLES OF AMENDMENT

1. NAME OF CORPORATION: HUSKY ENERGY INC.	2. CORPORATE ACCESS NO.: 208858944
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3. THE ARTICLES OF THE ABOVE-NAMED CORPORATION ARE AMENDED AS FOLLOWS:

Pursuant to Section 173(1)(f) of the *Business Corporations Act*, R.S.A. 2000, C. B-9, the Articles of Amendment of the Corporation, as at August 21, 2000, be amended to change the number of issued and outstanding Common shares of the Corporation into a different number of shares of the same class on the basis of two (2) Common shares for every one (1) Common share currently issued.

DATE	SIGNATURE	TITLE
June 27, 2007		James D. Girgulis, Vice President, Legal & Corporate Secretary

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