

HARVEST ENERGY TRUST

ANNUAL INFORMATION FORM

For the year ended December 31, 2008

MARCH 27, 2009

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GLOSSARY OF TERMS

In this Annual Information Form, the following terms shall have the meanings set forth below, unless otherwise indicated.

"**ABCA**" means the *Business Corporations Act* (Alberta), together with any or all regulations promulgated thereunder, as amended from time to time.

"**Administration Agreement**" means the agreement dated September 27, 2002 between the Trustee and Harvest Operations pursuant to which Harvest Operations provides certain administrative and advisory services in connection with the Trust. See "General Description of Capital Structure".

"**Affiliate**" means, with respect to the relationship between corporations, that one of them is controlled by the other or that both of them are controlled by the same Person and for this purpose a corporation shall be deemed to be controlled by the Person who owns or effectively controls, other than by way of security only, sufficient voting shares of the corporation (whether directly through the ownership of shares of the corporation or indirectly through the ownership of shares of another corporation or otherwise) to elect the majority of its board of directors.

"**Birchill**" means Birchill Energy Limited, a private company which, at the date of its acquisition by Harvest owned certain petroleum and natural gas properties which are described in "General Development of the Business - Year ended December 31, 2006".

"**Board of Directors**" or "**Harvest Board**" means the board of directors of Harvest Operations.

"**BRP**" means Breeze Resources Partnership, a general partnership formed under the laws of Alberta.

"**Business Day**" means a day, other than a Saturday, Sunday or statutory holiday in the Province of Alberta or any other day on which banks in Calgary, Alberta are not open for business.

"**CNG Trust**" means Calpine Natural Gas Trust, a trust organized under the laws of the Province of Alberta, wholly owned by the Trust.

"**COGPE**" means Canadian oil and natural gas property expense, as defined in the Tax Act.

"**COGE Handbook**" means the Canadian Oil and Gas Evaluation Handbook prepared jointly by the Society of Petroleum Evaluation Engineers (Calgary chapter) and the Canadian Institute of Mining, Metallurgy & Petroleum.

"**Credit Facility**" or "**Extendible Revolving Credit Facility**" means the credit facility provided by the Current Lenders as more fully described in Note 10 to Harvest's audited consolidated financial statements for the year ended December 31, 2008 filed on www.sedar.com.

"**Current Lenders**" means the syndicate of lenders to Harvest Operations pursuant to the current Credit Facility.

"**Debentures**" means, collectively, the 10.5% Debentures Due 2008, the 9% Debentures Due 2009, the 8% Debentures Due 2009, the 6.5% Debentures Due 2010, the 6.40% Debentures Due 2012, the 7.25% Debentures Due 2013, the 7.25% Debentures Due 2014 and the 7.5% Debentures Due 2015.

"**Debenture Indenture**" means, collectively, the trust indenture dated January 29, 2004, a first supplemental indenture dated August 10, 2004, a second supplemental indenture dated August 2, 2005, a third supplemental indenture dated November 22, 2006, a fourth supplemental indenture dated February 1, 2007, and a fifth supplemental indenture dated April 25, 2008 among the Trust, Harvest Operations and Valiant Trust Company and the trust indenture dated January 15, 2003 and a supplemental indenture dated October 20, 2005 between VERT and Computershare Trust Company of Canada.

"Debenture Trustee" means, as applicable, the trustee of the 9% Debentures Due 2009, 8% Debentures Due 2009, 6.5% Debentures Due 2010, 7.25% Debentures Due 2013, 7.25% Debentures Due 2014, and 7.5% Debentures Due 2015, Valiant Trust Company or the trustee of the 10.5% Debentures due 2008 and the 6.40% Debentures due 2012, Computershare Trust Company of Canada.

"10.5% Debentures Due 2008" means the 10.5% convertible unsecured subordinated debentures of the Trust due January 31, 2008 assumed on February 3, 2006 pursuant to the terms of the Viking Arrangement.

"9% Debentures Due 2009" means the 9% convertible unsecured subordinated debentures of the Trust due May 31, 2009.

"8% Debentures Due 2009" means the 8% convertible unsecured subordinated debentures of the Trust due September 30, 2009.

"6.5% Debentures Due 2010" means the 6.5% convertible unsecured subordinated debentures of the Trust due December 31, 2010.

"6.40% Debentures Due 2012" means the 6.40% convertible unsecured subordinated debentures of the Trust due October 31, 2012 assumed on February 3, 2006 pursuant to the terms of the Viking Arrangement.

"7.25% Debentures Due 2013" means the 7.25% convertible unsecured subordinated debentures of the Trust due September 30, 2013 issued on November 22, 2006.

"7.25% Debentures Due 2014" means the 7.25% convertible unsecured subordinated debentures of the Trust due February 28, 2014 issued on February 1, 2007 and February 8, 2007.

"7.50% Debentures Due 2015" means the 7.50% convertible unsecured subordinated debentures of the Trust due May 31, 2015 issued on April 25, 2008.

"7^{7/8}% Senior Notes" means the 7^{7/8}% Senior Notes of Harvest Operations due October 15, 2011 unconditionally guaranteed by the Trust.

"Deferred Purchase Price Payment" or **"DPPP"** means, collectively, the ongoing obligation of the Trust to pay to Harvest Operations, and HBT2, to the extent of the Trust's available funds, an amount up to 99% of the cost of, including any amount borrowed to acquire, any Canadian resource property acquired by Harvest Operations, or HBT2, and the cost of, including any amount borrowed to fund, certain designated capital expenditures in relation to the Properties.

"Direct Royalties" means royalty interests in petroleum and natural gas rights acquired by the Trust from time to time pursuant to a Direct Royalties Sale Agreement.

"Direct Royalties Sale Agreement" means any purchase and sale agreement between the Trust and an Operating Subsidiary providing for the purchase by the Trust from an Operating Subsidiary of Direct Royalties.

"Downstream" means our petroleum refining and marketing segment operating under the North Atlantic trade name, comprised of a medium gravity sour crude hydrocracking refinery with a 115,000 bbls/d nameplate capacity and a marketing division with 64 gasoline outlets, a retail heating fuels business and a commercial and wholesale petroleum products business, all located in the Province of Newfoundland and Labrador.

"DRIP Plan" means the Trust's Premium Distribution™, Distribution Reinvestment and Optional Trust Unit Purchase Plan.

"East Central Alberta Properties" means Properties located in the East Central Alberta region.

"**Farmout**" means an agreement whereby a third party agrees to pay for all or a portion of the drilling of a well on one or more of the Properties in order to earn an interest therein, with an Operating Subsidiary retaining a residual interest in such Properties.

"**GLJ**" means GLJ Petroleum Consultants Ltd., independent oil and natural gas reservoir engineers of Calgary, Alberta.

"**GAAP**" means accounting principles generally accepted in Canada.

"**Grand**" means Grand Petroleum Inc, a public company which, at the date of its acquisition by Harvest owned certain petroleum and natural gas properties which are described in "General Development of the Business - Year ended December 31, 2007".

"**Gross**" means:

- (a) in relation to the Operating Subsidiaries' interest in production and reserves, its "Corporation gross reserves", which are the Operating Subsidiaries' interest (operating and non-operating) share before deduction of royalties and without including any royalty interest of the Operating Subsidiaries;
- (b) in relation to wells, the total number of wells in which the Operating Subsidiaries have an interest; and
- (c) in relation to properties, the total area of properties in which the Operating Subsidiaries have an interest.

"**Harvest**" means, collectively, the Trust and its subsidiaries, trusts and partnerships.

"**Harvest Operations**" means the Trust's wholly owned subsidiary, Harvest Operations Corp.

"**HBT1**" or "**Breeze Trust No. 1**" means Harvest Breeze Trust 1, a trust established under the laws of the Province of Alberta, wholly owned by the Trust.

"**HBT2**" or "**Breeze Trust No. 2**" means Harvest Breeze Trust 2, a trust established under the laws of the Province of Alberta, wholly owned by the Trust.

"**HRGP**" means Harvest Refining General Partnership, a general partnership established under the laws of the Province of Alberta, owned 99% by the Trust and 1% by CNG Trust

"**Independent Reserve Engineering Evaluators**" means McDaniel and GLJ, independent oil and natural gas reservoir engineers of Calgary, Alberta, who evaluated the crude oil, natural gas liquids and natural gas reserves of the Operating Subsidiaries as at December 31, 2008, in accordance with the standards contained in the COGE Handbook and the reserve definitions and other requirements contained in NI 51-101.

"**McDaniel**" means McDaniel & Associates Consultants Ltd., independent oil and natural gas reservoir engineers of Calgary, Alberta.

"**Net**" means:

- (a) in relation to the Operating Subsidiaries' interest in production and reserves, the Operating Subsidiaries' interest (operating and non-operating) share after deduction of royalties obligations, plus the Operating Subsidiaries' royalty interest in production or reserves;
- (b) in relation to wells, the number of wells obtained by aggregating the Operating Subsidiaries' working interest in each of its gross wells; and

- (c) in relation to the Operating Subsidiaries' interest in a property, the total area in which the Operating Subsidiaries have an interest multiplied by the working interest owned by the Operating Subsidiaries.

"**NI 51-101**" means National Instrument 51-101 Standards of Disclosure for Oil and Gas Activities.

"**North Atlantic**" means North Atlantic Refining Limited, a private company, and all wholly owned subsidiaries of North Atlantic, acquired by Harvest on October 19, 2006.

"**North Atlantic Acquisition**" means the acquisition of all of the shares of North Atlantic and related businesses and the entering into of the Supply and Offtake Agreement in accordance with the Purchase and Sale Agreement, which transactions were completed on October 19, 2006.

"**NPI**" means, collectively, the net profit interest owing to the Trust pursuant to the NPI Agreements.

"**NPI Agreements**" means, collectively the agreements between Harvest Operations and the Trust, and between HBT1 and the Trust to pay net profit interests to the Trust.

"**NYMEX**" means the New York Mercantile Exchange.

"**NYSE**" means the New York Stock Exchange.

"**Operating Subsidiaries**" means, collectively, Harvest Operations, REP, BRP, HBT1, HBT2, Hay River Partnership, and HRGP (and all direct and indirect wholly-owned subsidiaries of HRGP), each a direct or indirect wholly-owned subsidiary of the Trust other than REP in respect of which the Trust, indirectly, holds a 60% interest, and "**Operating Subsidiary**" means any of Harvest Operations, REP, BRP, HBT1, HBT2, Hay River Partnership or HRGP (or any direct or indirect wholly-owned subsidiary of HRGP, as applicable).

"**Ordinary Resolution**" means a resolution approved at a meeting of Unitholders by more than 50% of the votes cast in respect of the resolution by or on behalf of Unitholders present in person or represented by proxy at the meeting.

"**Ordinary Trust Units**" means the Ordinary Trust Units of the Trust created, issued, and certified under the Trust Indenture and for the time being outstanding and entitled to the benefits thereof.

"**Permitted Investments**" means:

- (a) loan advances to Harvest Operations;
- (b) interest bearing accounts of certain financial institutions including Canadian chartered banks and the Trustee;
- (c) obligations issued or guaranteed by the Government of Canada or any province of Canada or any agency or instrumentality thereof;
- (d) term deposits, guaranteed investment certificates of deposit or bankers' acceptances of or guaranteed or accepted by any Canadian chartered bank or other financial institution (including the Trustee and any Affiliate of the Trustee) the short term debt or deposits of which have been rated at least A or the equivalent by Standard & Poor's Corporation or Moody's Investors Service, Inc. or Dominion Bond Rating Service Limited;
- (e) commercial paper rated at least A or the equivalent by Dominion Bond Rating Service Limited; and

- (f) investments in bodies corporate, partnerships or trusts engaged in the oil and natural gas business, including the Operating Subsidiaries;

provided that an investment is not a Permitted Investment if it:

- (g) would result in the cost amount to the Trust of all "foreign property" (as defined in the Tax Act) which is held by the Trust to exceed the amount prescribed by Regulation 5000(1) of the Regulations to the Tax Act;
- (h) is a "small business security" as that term is used in Part L1 of the Regulations to the Tax Act; or
- (i) would result in the Trust not being considered either a "unit trust" or a "mutual fund trust" for purposes of the Tax Act.

"**Person**" includes an individual, a body corporate, a trust, a union, a pension fund, a government and a governmental agency.

"**Pro Rata Share**" means, of any particular amount in respect of a Unitholder at any time, the product obtained by multiplying the number of Trust Units that are owned by that Unitholder at that time by the quotient obtained when the particular amount is divided by the total number of all Trust Units that are issued and outstanding at that time.

"**Production**" means the produced petroleum, natural gas and natural gas liquids attributed to the Properties.

"**Properties**" means the working, royalty or other interests of the Operating Subsidiaries in any petroleum and natural gas rights, tangibles and miscellaneous interests, including properties which may be acquired by the Operating Subsidiaries from time to time.

"**Property Interests**" means petroleum and natural gas rights and related tangibles and miscellaneous interests beneficially owned by the Operating Subsidiaries.

"**Purchase and Sale Agreement**" means the purchase and sale agreement dated August 22, 2006 between the Trust and Vitol Refining Group B.V. providing for the purchase of the outstanding shares of North Atlantic and the entering into of the Supply and Offtake Agreement.

"**Record Date**" means December 31 of each year hereafter and the last day of each calendar month or such other date as may be determined from time to time by the Trustee upon the recommendation of the Board of Directors.

"**Redearth Partnership**" or "**REP**" means Redearth Partnership, a partnership established under the laws of the Province of Alberta, a 60% interest of which is owned by Harvest Operations.

"**Refinery**" means the 115,000 barrel per day medium gravity sour crude hydrocracking refinery located in the Province of Newfoundland and Labrador, owned by North Atlantic, which is described in "Downstream Business".

"**Reserve Account**" means the cumulative amount of production and other revenues entitled to be retained by the Operating Subsidiaries pursuant to the NPI Agreements to provide for payment of production costs which the Operating Subsidiaries estimate will or may become payable in the following six months for which there may not be sufficient production revenues to satisfy such production costs in a timely manner. See "Structure of Harvest Energy Trust – Net Profits Interest Agreements".

"**Reserve Life Index**" or "**RLI**" means the amount obtained by dividing the quantity of proved plus probable reserves as at December 31, 2008, by the annualized production of petroleum, natural gas and natural gas liquids from those reserves in 2008.

"**Reserve Report**" means, collectively, the reports prepared by the Independent Reserve Engineering Evaluators evaluating the crude oil, natural gas liquids and natural gas reserves of the Operating Subsidiaries as at

December 31, 2008, in accordance with the standards contained in the COGE Handbook and the reserve definitions and other requirements contained in NI 51-101.

"Reserve Value" means, for any petroleum and natural gas property at any time, the present worth of all of the estimated pre-tax cash flow net of capital expenditures from the proved plus probable reserves shown in the Reserve Report for such property, discounted at 10% and using forecast price and cost assumptions (a common benchmark in the oil and natural gas industry).

"Special Trust Units" means the Special Trust Units of the Trust created, issued, and certified under the Trust Indenture and for the time being outstanding and entitled to the benefits thereof. There are no Special Trust Units currently outstanding.

"Special Voting Units" means the Special Voting Units of the Trust created, issued, and certified under the Trust Indenture and for the time being outstanding and entitled to the benefits thereof. There are no Special Voting Units currently outstanding.

"Special Resolution" means a resolution proposed to be passed as a special resolution at a meeting of Unitholders (including an adjourned meeting) duly convened for the purpose and held in accordance with the provisions of the Trust Indenture at which two or more holders of at least 10% of the aggregate number of Trust Units then outstanding are present in person or by proxy and passed by the affirmative votes of the holders of not less than 66 2/3% of the Trust Units represented at the meeting and voted on a poll upon such resolution.

"Subsequent Investments" means any of the investments that the Trust may make pursuant to the Trust Indenture, which includes:

- (a) making payments to Harvest Operations pursuant to the Deferred Purchase Price Obligations under the NPI Agreement with Harvest Operations;
- (b) making loans to Harvest Operations in connection with the Capital Fund; and
- (c) temporarily holding cash and investments for the purposes of paying the expenses and liabilities of the Trust, making certain other investments as contemplated by Section 4.2 of the Trust Indenture, paying amounts payable by the Trust in connection with the redemption of any Trust Units, and making distributions to Unitholders;

provided that such investments will not be a Subsequent Investment if it:

- (d) would result in the cost amount to the Trust of all "foreign property" (as defined in the Tax Act) which is held by the Trust to exceed the amount prescribed by Regulation 5000(1) of the Regulations to the Tax Act;
- (e) is a "small business security" as that term is used in Part L1 of the Regulations to the Tax Act; or
- (f) would result in the Trust not being considered either a "unit trust" or a "mutual fund trust" for purposes of the Tax Act.

"Supply and Offtake Agreement" or **"SOA"** means the supply and offtake agreement dated October 19, 2006 entered into between North Atlantic and Vitol Refining, S.A., a wholly-owned subsidiary of the vendor to the North Atlantic Acquisition, the terms of which are summarized under the "Downstream Business – Supply and Offtake Agreement".

"Tax Act" means the *Income Tax Act* (Canada) and the regulations thereunder.

"Trust" means Harvest Energy Trust.

"Trust Fund" at any time, shall mean any of the following monies, properties and assets that are at such time held by the Trustee on behalf of the Trust for the purposes of the Trust under the Trust Indenture:

- (a) the amount paid to settle the Trust;
- (b) all funds realized from the issuance of Trust Units;
- (c) any Permitted Investments in which funds may from time to time be invested;
- (d) all rights in respect of and income generated under the NPI Agreement with Harvest Operations, including the applicable NPI;
- (e) all rights in respect of and income generated under a Direct Royalties Sale Agreement;
- (f) any Subsequent Investment;
- (g) any proceeds of disposition of any of the foregoing property including, without limitation, the Direct Royalties; and
- (h) all income, interest, profit, gains and accretions and additional assets, rights and benefits of any kind or nature whatsoever arising directly or indirectly from or in connection with or accruing to such foregoing property or such proceeds of disposition.

"Trust Indenture" means the fifth amended and restated trust indenture dated May 20, 2008 between the Trustee and Harvest Operations as such indenture may be further amended by supplemental indentures from time to time.

"Trust Unit" means a trust unit of the Trust and unless the context otherwise requires means Ordinary Trust Units.

"Trustee" means Valiant Trust Company, or its successor as trustee of the Trust.

"TSX" means the Toronto Stock Exchange.

"Unitholders" means the holders from time to time of one or more Trust Units.

"Upstream" means our petroleum and natural gas segment, consisting of the development, production and subsequent sale of petroleum, natural gas and natural gas liquids in Alberta, Saskatchewan and British Columbia.

"U.S. Securities Act" means the *United States Securities Act of 1933*, as amended.

"VERT" means Viking Energy Royalty Trust, an open-ended, unincorporated investment trust established under the laws of the Province of Alberta on November 5, 1996 pursuant to a trust indenture dated November 5, 1996 as amended and restated effective February 3, 2006.

"Viking" means, collectively, VERT and its subsidiaries, trusts and partnerships.

"VHI" or **"Viking Holdings"** means Viking Holdings Inc., a corporation incorporated under the ABCA by VERT on August 13, 1997 and which amalgamated with Harvest Operations on July 1, 2006, with the amalgamated corporation continuing under the name "Harvest Operations Corp."

"Viking Arrangement" means the Plan of Arrangement involving Harvest, Harvest Operations, VERT, VHI, Harvest securityholders and Viking unitholders as approved by the Harvest securityholders and the Viking unitholders on February 2, 2006 and effective February 3, 2006.

"Working Interest" or **"WI"** means an undivided interest held by a party in an oil and/or natural gas or mineral lease granted by a Crown or freehold mineral owner, which interest gives the holder the right to "work" the property

(lease) to explore for, develop, produce and market the lease substances but does not include, among other things, a royalty, overriding royalty, gross overriding royalty, net profits interest or other interest that entitles the holder thereof to a share of production or proceeds of sale of production without a corresponding right or obligation to "work" the property.

Certain other terms used herein but not defined herein are defined in NI 51-101 and, unless the context otherwise requires, shall have the same meanings herein as in NI 51-101.

ABBREVIATIONS

Oil and Natural Gas Liquids

bbl	barrel
bbls	barrels
Mbbls	thousand barrels
bbls/d	barrels per day
MMbbls	million barrels
NGLs	natural gas liquids

Natural Gas

Mcf	thousand cubic feet
MMcf	million cubic feet
Bcf	billion cubic feet
Mcf/d	thousand cubic feet per day
MMcf/d	million cubic feet per day
MMBTU	million British Thermal Units
GJ	gigajoule

Other

AECO	Carlyle/Riverstone Global Energy and Power Fund's natural gas storage facility located at Suffield, Alberta.
ASP	alkaline surfactant polymer.
BOE	barrel of oil equivalent, using the conversion factor of 6 Mcf of natural gas being equivalent to one bbl of oil, unless otherwise specified. BOEs may be misleading, particularly if used in isolation. A BOE conversion ratio of 6 Mcf:1 bbl is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead.
BOE/d	barrels of oil equivalent per day.
EOR	enhanced oil recovery.
MBOE	thousand barrels of oil equivalent.
MMBOE	million barrels of oil equivalent.
OOIP	original oil in place.
WTI	West Texas Intermediate, the reference price paid in U.S. dollars at Cushing, Oklahoma for crude oil of standard grade.
°API	The measure of the density or gravity of liquid petroleum products derived from a specific gravity.
MW	megawatts of electrical power.
3D	three dimensional.
Darcies	the measure of permeability (being the ease with which a single fluid will flow through connected pore space when a pressure gradient is applied).
Porosity	The measure of the fraction of pore space of a reservoir.
\$000	thousands of dollars.
\$millions	millions of dollars.

CONVERSIONS

The following table sets forth certain conversions between Standard Imperial Units and the International System of Units (or metric units).

<u>To Convert From</u>	<u>To</u>	<u>Multiply By</u>
Mcf	cubic metres	28.174
cubic metres	cubic feet	35.494
bbls	cubic metres	0.159
feet	metres	0.305
metres	feet	3.281
miles	kilometres	1.609
kilometres	miles	0.621
acres	hectares	0.405
hectares	acres	2.471

EXCHANGE RATE INFORMATION

All dollar amounts set forth in this Annual Information Form are expressed in Canadian dollars, except where otherwise indicated. References to Canadian dollars, CDN\$ or \$ are to the currency of Canada and references to U.S. dollars or US\$ are to the currency of the United States.

The following table sets forth for each period indicated, the average, high, low and end of period noon buying rates in New York for cable transfers as certified for customs purposes by the Federal Reserve Bank of New York (the "noon buying rate"). Such rates are set forth as U.S. dollars per \$1.00 and are the inverse of the rates quoted by the Federal Reserve Bank of New York for Canadian dollars per US\$1.00.

	Year Ended December 31,		
	2008	2007	2006
High	1.0289	1.0905	0.9099
Low	0.7711	0.8437	0.8528
Period End	0.8166	1.0120	0.8581
Average ⁽¹⁾	0.9332	0.9376	0.8846

Note:

- (1) Average represents the average of the rates on the last day of each month during the period.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this Annual Information Form and documents incorporated by reference herein, constitute forward-looking statements. These statements relate to future events and future performance. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those included in the forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. Harvest Operations believes the expectations reflected in these forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in, or incorporated by reference into, this Annual Information Form should not be unduly relied upon. These statements speak only as of the date of this Annual Information Form or as of the date specified in the documents incorporated by reference into this Annual Information Form, as the case may be.

In particular, this Annual Information Form, and the documents incorporated by reference herein, contain forward-looking statements pertaining to:

- expected financial performance in future periods;
- expected increases in revenue attributable to development and production activities;
- estimated capital expenditures;
- competitive advantages and ability to compete successfully;
- intention to continue adding value through drilling and exploitation activities;
- emphasis on having a low cost structure;
- intention to retain a portion of cash flows after distributions to repay indebtedness and invest in further development of our properties;
- reserve estimates and estimates of the present value of our future net cash flows;
- methods of raising capital for exploitation and development of reserves;
- factors upon which to decide whether or not to undertake a development or exploitation project;
- plans to make acquisitions and expected synergies from acquisitions made;
- expectations regarding the development and production potential of petroleum and natural gas properties;

- treatment under government regulatory regimes including without limitation, environmental and tax regulation;
- overall demand for gasoline, low sulphur diesel, jet fuel, furnace oil and other refined products; and
- the level of global production of crude oil feedstocks and refined products.

With respect to forward-looking statements contained in this Annual Information Form and the documents incorporate by reference herein, Harvest has made assumptions regarding, among other things:

- future oil and natural gas prices and differentials between light, medium and heavy oil prices;
- the cost of expanding Harvest's property holdings;
- the ability to obtain equipment in a timely manner to carry out development activities;
- the ability to market oil and natural gas successfully to current and new customers;
- the impact of increasing competition;
- the ability to obtain financing on acceptable terms;
- the ability to add production and reserves through development and exploitation activities; and
- the ability to produce gasoline, low sulphur diesel, jet fuel, furnace oil, and other refined products that meet customer specifications.

Some of the risks that could affect Harvest's future results and could cause results to differ materially from those expressed in forward-looking statements include:

- the volatility of oil and natural gas prices, including the differential between the price of light, medium and heavy oil;
- the uncertainty of estimates of petroleum and natural gas reserves;
- the impact of competition;
- difficulties encountered in the integration of acquisitions;
- difficulties encountered during the drilling for and production of oil and natural gas;
- difficulties encountered in delivering oil and natural gas to commercial markets;
- foreign currency fluctuations;
- the uncertainty of Harvest's ability to attract capital;
- changes in, or the introduction of new, government laws and regulations relating to the oil and natural gas business including without limitation, tax, royalty and environmental law and regulation;
- costs associated with developing and producing oil and natural gas;
- compliance with environmental and tax regulations;
- liabilities stemming from accidental damage to the environment;
- loss of the services of any of Harvest's senior management or directors;
- adverse changes in the economy generally;
- the volatility of refining gross margins including the price of feedstocks as well as the prices for refined products; and
- the stability of the Refinery throughput performance.

Statements relating to "reserves" are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the resources and reserves described can be profitably produced in the future. Readers are cautioned that the foregoing lists of factors are not exhaustive. The forward-looking statements contained in this Annual Information Form and the documents incorporated by reference herein are expressly qualified by this cautionary statement. Except as required by law, neither the Trust nor Harvest Operations undertakes any obligation to publicly update or revise any forward-looking statements and readers should also carefully consider the matters discussed under the heading "Risk Factors" in this Annual Information Form.

NON-GAAP MEASURES

Harvest uses certain financial reporting measures that are commonly used as benchmarks within the petroleum and natural gas industry. These measures include: "Payout Ratio", "Cash G&A", "Operating Netbacks", "Earnings from

Operations" and "Gross Margin". These measures are not defined under Canadian generally accepted accounting principles and should not be considered in isolation or as an alternative to conventional Canadian GAAP measures. Certain of these measures are not necessarily comparable to a similarly titled measure of another company or trust. When these measures are used, they have been footnoted and the footnote to the applicable measure notes that the measure is "non-GAAP" and contains a description of how to reconcile the measure to the applicable financial statements. These measures should be given careful consideration by the reader.

Specifically, management uses Payout Ratio, Cash G&A and Operating Netbacks as they are non-GAAP measures used extensively in the Canadian energy trust sector for comparative purposes. Payout Ratio is the ratio of distributions to total Cash from Operating Activities. Operating Netbacks are always reported on a per BOE basis, and include gross revenue, royalties, transportation and operating expenses. Cash G&A are G&A expenses, excluding the effect of unit based compensation plans. Gross Margin is also a non-GAAP measure commonly used in the refining industry to reflect the net cash received from the sale of refined product after considering the cost to purchase the feedstock and is calculated by deducting purchased products for resale and processing from total revenue. Earnings from Operations is also a non-GAAP measure commonly used in the petroleum and natural gas and in the refining and marketing industries to reflect operating results before items not directly related to operations.

Unless otherwise specified, information in this Annual Information Form is as at the end of the Trust's most recently completed financial year, being the year ended December 31, 2008.

STRUCTURE OF HARVEST ENERGY TRUST

Harvest Energy Trust

Harvest Energy Trust is an open-ended, unincorporated investment trust established under the laws of the Province of Alberta on July 10, 2002 pursuant to the Trust Indenture between Harvest Operations, a wholly owned subsidiary and administrator of the Trust, and Valiant Trust Company as Trustee. The Trust Indenture has been amended from time to time, the latest material amendments being approved effective May 20, 2008. The Trust's assets consist of securities, unsecured debt and net profits interests on the oil and natural gas assets of several direct and indirect subsidiaries, trusts and partnerships. The Trust is managed by Harvest Operations pursuant to the Administration Agreement.

The head and principal office of the Trust and Harvest Operations is located at Suite 2100, 330 - 5th Avenue S.W., Calgary, Alberta T2P 0L4 while the registered office of Harvest Operations is located at Suite 1400, 350 - 7th Avenue S.W., Calgary, Alberta T2P 3N9.

The beneficiaries of the Trust are the holders of its Trust Units who receive distributions from the Trust's net cash flow from its various investments after certain administrative expenses and the provision for interest due to the holders of convertible debentures. Pursuant to the Trust Indenture, the Trust is required to distribute 100% of its taxable income to its Unitholders each year and its activities are limited to holding and administering permitted investments and making distributions to its Unitholders.

The business of the Trust is to, indirectly through Harvest Operations and its other Operating Subsidiaries, exploit, develop and hold interests in petroleum and natural gas properties in its upstream segment as well as conduct petroleum refining and marketing operations in its downstream segment. The activities of the Operating Subsidiaries are financed through interest bearing notes from the Trust, the purchase of NPIs by the Trust and third party debt.

Cash from the upstream operations flows to the Trust by way of payments by Harvest Operations and Breeze Trust No. 1 pursuant to NPIs held by the Trust, interest and principal payments by Harvest Operations, Breeze Trust No. 1 and Breeze Trust No. 2 on unsecured debt owing to the Trust and payments by Breeze Trust No. 1 and Breeze Trust No. 2 of trust distributions. Cash flow from the downstream operations flows to the Trust in the form of interest and principal on unsecured debt owing to the Trust from North Atlantic Refining Limited as well as partnership distributions from Harvest Refining General Partnership.

Operating Subsidiaries

Harvest Operations Corp., a taxable corporation

Harvest Operations was incorporated under the ABCA on May 14, 2002. Subsequently, Harvest Operations has been amalgamated with numerous wholly-owned corporate subsidiaries and continued as "Harvest Operations Corp." All of the issued and outstanding common shares of Harvest Operations are held for the benefit of the Trust.

In addition to administering the affairs of the Trust, Harvest Operations manages the affairs of the other Operating Subsidiaries and is responsible for providing all of the technical, engineering, geological, land management, financial, administrative and commodity marketing services relating to Harvest's upstream operations.

Redearth Partnership, a general partnership

Redearth Partnership is a general partnership formed on August 23, 2002 under the laws of the Province of Alberta. In June 2004, Harvest Operations acquired its 60% ownership interest in Redearth Partnership. Redearth Partnership's assets consist of direct ownership interest in properties located in north central Alberta.

Harvest Breeze Trust No. 1, a commercial trust

Breeze Trust No. 1 is an unincorporated commercial trust established under the laws of the Province of Alberta on July 8, 2004. Breeze Trust No. 1 is wholly owned by the Trust and its assets consist of the intangible portion of direct ownership interests in petroleum and natural gas properties purchased from the Breeze Resources Partnership and the Hay River Partnership and a 99% interest in each of those partnerships.

Harvest Breeze Trust No. 2, a commercial trust

Breeze Trust No. 2 is an unincorporated commercial trust established under the laws of the Province of Alberta on July 8, 2004. Breeze Trust No. 2 is wholly owned by the Trust and its assets consist of a 1% interest in each of the Breeze Resources Partnership and the Hay River Partnership.

Breeze Resource Partnership, a general partnership

Breeze Resource Partnership (indirectly wholly-owned by the Trust) is a general partnership formed on June 30, 2004 under the laws of the Province of Alberta. Breeze Resource Partnership was acquired in September 2004. Its assets consist of the tangible portion of direct ownership interest in petroleum and natural gas properties located in east central Alberta and southern Alberta and a promissory note due from Harvest Breeze Trust No. 1.

Hay River Partnership, a general partnership

Hay River Partnership (indirectly wholly-owned by the Trust) is a general partnership formed on December 20, 2004 under the laws of the Province of Alberta. Hay River Partnership was acquired in August 2005. Its assets consist of the tangible portion of direct ownership interests in petroleum and natural gas properties located in northeastern British Columbia and a promissory note due from Harvest Breeze Trust No. 1.

Harvest Refining General Partnership, a general partnership

Harvest Refining General Partnership is a wholly-owned general partnership formed on September 27, 2006 under the laws of the Province of Alberta. The Trust holds a 99% partnership interest and CNG Trust holds the residual 1% partnership interest. Harvest Refining General Partnership's assets consist of unsecured debt owing from each of VERT and North Atlantic as well as a 100% equity interest in both VERT and North Atlantic.

North Atlantic Refining Limited, a taxable corporation

Harvest North Atlantic Acquisition Corp (a wholly-owned subsidiary of Harvest Refining General Partnership incorporated on September 21, 2006 to acquire North Atlantic Refining Limited) amalgamated with North Atlantic Refining Limited pursuant to The Corporations Act of the Province of Newfoundland and Labrador on October 19, 2006 and continued as "North Atlantic Refining Limited". North Atlantic's assets consist of preferred partnership units representing 75% of the total preferred partnership interest in the North Atlantic Refining Limited Partnership as well as common partnership units representing 5% of the total common partnership interest in the same partnership.

North Atlantic manages the affairs of North Atlantic Refining Limited Partnership and is responsible for providing the engineering, operations and administrative services related to Harvest's refining operations. The feedstock supply management and marketing of refined products has been contracted to Vitol Refining, S.A. pursuant to the Supply and Offtake Agreement.

Viking Energy Royalty Trust, a commercial trust

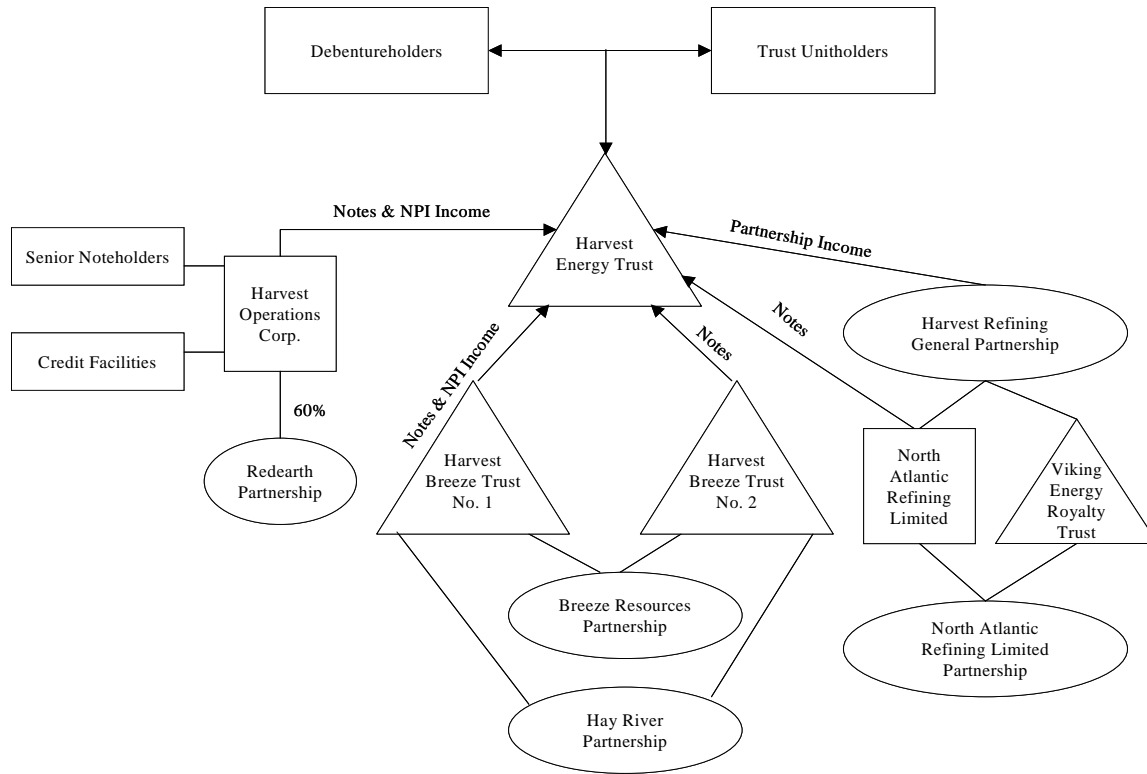
Viking Energy Royalty Trust (indirectly, wholly-owned by the Trust) is a trust established under the laws of the Province of Alberta on November 5, 1996. VERT's assets consist of preferred partnership units representing 25% of the total preferred partnership interest in the North Atlantic Refining Limited Partnership as well as common partnership units representing 95% of the total common partnership interest in the same partnership.

North Atlantic Refining Limited Partnership, a limited partnership

North Atlantic Refining Limited Partnership (a partnership wholly-owned by North Atlantic Refining Limited and Viking Energy Royalty Trust) is a limited partnership formed on October 13, 2006 under the laws of the Province of Newfoundland and Labrador. North Atlantic Refining Limited Partnership's assets consist of the Refinery and related retail marketing assets.

Organizational Structure of the Trust

The structure of the Trust and its significant subsidiaries including the flow of cash from Harvest's upstream and downstream operations through to the Unitholders and the holders of Debentures is set forth below:



Notes:

- (1) All operations and management of the Trust and the Trust's Operating Subsidiaries are conducted through Harvest Operations except for the operations of the North Atlantic Refining Limited Partnership which is conducted by the management and employees of North Atlantic Refining Limited.
- (2) The Trust receives regular monthly net profits interest payments and/or interest payments from Harvest Operations, Breeze Trust No. 1, Harvest Breeze Trust No. 2 and North Atlantic Refining Limited and distributions from Harvest Breeze Trust No. 1, Harvest Breeze Trust No. 2, and Harvest Refining General Partnership.
- (3) Breeze Trust No. 1 and Breeze Trust No. 2 have also issued priority trust units to HOC.

The Net Profits Interest Agreements

Pursuant to each NPI Agreement, the Trust is entitled to monthly payments equal to 99% of the amount by which the gross proceeds from the sale of production attributable to Property Interests for such month exceed certain deductible expenditures. Deductible expenditures may include discretionary amounts to fund capital expenditures, to repay third party debt and to provide for working capital required to maintain the operations of the Operating Subsidiaries. The residual 1% share which does not form part of the NPI is retained by the Operating Subsidiaries. The NPI Agreements result in substantially all of the economic benefit derived from the Property Interests of the Operating Subsidiaries accruing to the benefit of the Trust and ultimately to the Unitholders. The term of each NPI Agreement is for so long as there are petroleum and natural gas rights to which the net profits interest agreement applies.

To the extent the Trust has available funds, the NPI Agreements also establish an ongoing obligation for the Trust to pay a Deferred Purchase Price Payment to the Operating Subsidiaries in an amount equal to the sum of the following less amounts financed by the Operating Subsidiaries:

- (a) acquisition costs incurred by the Operating Subsidiary attributable to Canadian resource property; plus

- (b) certain designated drilling, completion, equipping and other costs, in respect of the Properties; plus
- (c) the portion of indebtedness incurred in respect of such acquisition costs and capital expenditures by the Operating Subsidiary.

To the extent Operating Subsidiaries designate an expenditure as subject to the Deferred Purchase Price Payment:

- (d) if the designated expenditure is funded by issuing additional Trust Units, by the proceeds of dispositions of the Canadian resource property component of Properties, by the disposition of Direct Royalties or by the issuance of debt, it will not be a charge against the net profits interest, and therefore will not reduce payments from the net profits interest to the Trust;
- (e) the Trust will be obliged to pay to the Operating Subsidiaries 99% of the amount of the designated expenditure to the extent not funded by borrowing by the Operating Subsidiaries;
- (f) the cost to the Trust of the designated expenditure will be added to the COGPE account of the Trust which will create additional tax deductions for the Trust; and
- (g) the additional revenue generated from the Properties acquired by the designated expenditure will be added to the revenues used to calculate income from the net profits interest, thereby potentially increasing the amount payable to the Trust under the NPI Agreements.

To satisfy Deferred Purchase Price Payment obligations, the Trust may use proceeds from the issuance of additional Trust Units or proceeds from the disposal of a net profits interest or other asset. The Trust is not required to pay an amount as a Deferred Purchase Price Payment except to the extent the Trust has such proceeds available.

Under the NPI Agreements, the Operating Subsidiaries are entitled to reserve such amounts of the revenues received from Production and other income received by the Operating Subsidiaries in respect of the Properties if, as and when Harvest Operations determines, in its reasonable discretion, that it is prudent to provide for payment of future production costs. Amounts allocated to the reserve account are required to be used by the Operating Subsidiaries to fund the payment of production costs. When such production costs are paid, the amounts are adjusted in the calculation of the net profits interest.

Reserve Account

Under the NPI Agreements, the Operating Subsidiaries are entitled to reserve such amounts of the revenues received from Production and other income received by the Operating Subsidiaries in respect of the Properties if, as and when Harvest Operations determines, in its reasonable discretion, that it is prudent to do so in accordance with prudent business practices, to provide for payment of future production costs. Amounts Allocated by the Operating Subsidiaries to the Reserve Account are required to be used by the Operating Subsidiaries to fund the payment of production costs. When such production costs are paid, the amounts will be adjusted in the calculation of the net profits interest.

GENERAL DEVELOPMENT OF THE BUSINESS

Harvest was formed in July 2002 and for the next few years, acquired 8,500 boe/d of production in 2002, 7,475 boe/d in 2003, 24,000 boe/d in 2004 and 5,200 boe/d in 2005 for aggregate consideration of \$1,127.7 million. For the year ended December 31, 2005, Harvest's production averaged 36,500 boe/d with a year-end exit rate of approximately 38,800 boe/d comprised of 53% light to medium oil, 34% heavy oil and 13% natural gas.

During the later half of 2005, Harvest agreed to complete a Plan of Arrangement with Viking to create a stronger entity with a more balanced portfolio of assets as well as to provide its security holders with greater liquidity and participation in one the largest oil and natural gas trusts in Canada. The benefits of combining the operations of Harvest and Viking were anticipated to be:

- The combined resources of Harvest and Viking would be significant in terms of personnel, undeveloped land, and property enhancement projects positioning the combined trust to more efficiently and effectively develop and enhance the combined asset base.
- The combined trust would have a strong balance sheet and increased access to low-cost capital by virtue of its larger market capitalization which should allow it to capitalize on its existing presence in the U.S. debt and equity capital markets.
- Combining the operations of Harvest and Viking would result in a balanced production portfolio with the ability to participate in strong commodity price markets for both oil and natural gas.
- It was expected that the enhanced scale of the combined trust would allow it to more effectively compete for new assets and oilfield service resources, generating efficiencies of operation.
- Each organization has a similar culture and utilizes many of the same operating systems which was expected to result in a smooth integration of the two businesses.

Year ended December 31, 2006

On February 2, 2006, the Unitholders of Harvest and of Viking approved a resolution to merge the two trusts based on an exchange ratio of 0.25 Harvest Trust Units for every Viking trust unit with Harvest receiving all of the assets of Viking. In addition to the issuance of 46,040,788 Trust Units with an ascribed value of \$1,638.1 million, Harvest also assumed \$106.2 million of bank debt and the obligations of Viking's 10.5% and 6.40% unsecured subordinated convertible debentures with \$35.1 million and \$175.0 million of principal amount outstanding, respectively, bringing the total consideration for the acquisition to \$1,975.3 million including acquisition costs of \$4.6 million. Production from all of Viking's assets was approximately 24,000 BOE/d comprised of approximately 50% natural gas and 50% oil and natural gas liquids.

On July 26, 2006, Harvest entered into an agreement to purchase all of the issued and outstanding shares of Birchill for cash consideration of \$446.8 million. At the date of acquisition, Birchill's production was approximately 6,300 BOE/d weighted 65% natural gas and 35% light/medium oil and natural gas liquids with approximately 57% produced from properties located in areas adjacent to our Markerville, Ferrier and Willesden Green properties. In addition, Birchill's Mulligan property in the Peace River Arch produced approximately 2,000 BOE/d of natural gas and natural gas liquids.

On August 22, 2006, Harvest entered into the Purchase and Sale Agreement to acquire all of the issued and outstanding shares of North Atlantic for cash consideration of \$1,597.8 million and closed the transaction on October 19, 2006. The principal assets of North Atlantic are a sour crude hydrocracking refinery located in the Province of Newfoundland and Labrador and a marketing division with 64 gasoline stations, a home heating business and a commercial and wholesale petroleum products business, also located in the Province of Newfoundland and Labrador. The Refinery is capable of processing 115,000 barrels per day of crude oil feedstocks with a sulphur content as high as 3.5% and an API gravity in the range of 25° to 40° and has a docking facility capable of handling vessels in excess of 200,000 dead weight tons capable of carrying up to 2 million barrels of crude oil. The Refinery's product slate is weighted towards high quality gasoline, jet fuel and diesel fuel that are compliant with current product specifications including sulphur, cetane and aromatic content. The acquisition of North Atlantic created a second business segment for Harvest. Subsequent to purchasing North Atlantic, Harvest had two operating business units: its upstream operations in western Canada and its downstream operations in the Province of Newfoundland and Labrador.

On October 31, 2006, the Government of Canada proposed the implementation of tax on publicly traded mutual fund trusts at rates comparable to the combined federal and provincial corporate tax rates. This was accomplished by eliminating the deductibility of distributions to unitholders, taxing the trust's income at corporate rates and treating the distributions to unitholders as taxable dividends from a corporation with an effective date of January 1, 2011. These provisions also provided that any "undue expansion" (defined as expansion beyond "normal growth") could result in the tax being applied sooner than January 1, 2011. The "normal growth" guideline is measured by

reference to the market capitalization of the entity as of the end of trading on October 31, 2006 which for Harvest totalled approximately \$3.7 billion which entitled Harvest to issue an additional \$4.3 billion of Trust Units and Debentures prior to January 1, 2011 reflecting its market capitalization plus debt held by the Trust on October 31, 2006. As of March 24, 2009, Harvest had approximately \$2.4 billion of "normal growth" available.

During 2006, Harvest's upstream production averaged approximately 59,729 BOE/d with a year end exit rate of approximately 65,023 BOE/d comprised of approximately 45% light and medium oil, 25% heavy oil and 30% natural gas. Capital spending on internal development opportunities increased to \$398.3 million, an increase of \$277.8 million over the prior year. For the month of December 2006, the throughput of the North Atlantic refinery totalled 101,679 BOE/d, being the first month of full operations since acquiring the Refinery on October 19, 2006.

Year ended December 31, 2007

On June 11, 2007, Harvest and Grand entered into a pre-agreement whereby Harvest agreed to make an offer to purchase all of the issued and outstanding shares of Grand for \$3.84 per share in cash subject to there being at least 66^{2/3}% of the outstanding shares tendered to the offer. On July 26, 2006, Harvest acquired approximately 74.6% of the outstanding shares of Grand and extended our offer to August 9, 2007, when we acquired an additional 20% of the Grand shares and proceeded to acquire the remaining shares pursuant to the compulsory acquisition provisions of the ABCA. In aggregate, the acquisition cost for Grand totalled \$139.3 million comprised of: \$109.7 million to acquire the shares of Grand, \$28.8 million to repay Grand's bank debt and \$0.8 million in respect of related acquisition costs. During the three months ended March 31, 2007, Grand's production averaged 3,409 BOE/d comprised 68% light oil and 32% natural gas.

During 2007, Harvest's upstream production averaged approximately 60,336 BOE/d comprised of approximately 49% light and medium oil, 24% heavy oil and 27% natural gas. Capital spending on internal development in our upstream business aggregated to \$300.7 million, a decrease of \$76.2 million over the prior year while capital spending in our downstream business totalled \$44.1 million. For 2007, the daily throughput of feedstock for the Refinery averaged 98,617 bbls/d reflecting two planned shutdowns in the fourth quarter for turnaround and scheduled maintenance activities.

Year ended December 31, 2008

On July 24, 2008, Harvest acquired all of the issued and outstanding shares of a private corporations with production of approximately 390 bbl/d of light oil and 2,300 mcf/d of natural gas for cash consideration \$36.8 million. On September 8, 2008, Harvest acquired petroleum and natural gas producing properties in the Peace River Arch area of northern Alberta with approximately 1,250 bbl/d of light oil and 3,900 mcf/d of natural gas for cash consideration of \$130.8 million plus some minor property interests which produced approximately 85 BOE/d.

During 2008, Harvest's upstream production averaged approximately 55,932 BOE/d comprised of approximately 50% light and medium oil, 22% heavy oil and 28% natural gas. Capital spending on internal development in our upstream business aggregated to \$271.3 million, a reduction of \$29.4 million as compared to the prior year while capital spending in our downstream business totalled \$56.2 million as compared to \$44.1 million in 2007. For 2008, the daily throughput of feedstock for the Refinery averaged 103,497 bbls/d as compared to 98,617 bbls/d in the prior year when two planned shutdowns in the fourth quarter for turnaround and scheduled maintenance activities limited production.

GENERAL BUSINESS DESCRIPTION

Overview

With its acquisition of North Atlantic in October 2006, Harvest became an integrated petroleum and natural gas producer with upstream operations located in Alberta, Saskatchewan and British Columbia, Harvest employs a disciplined approach to acquiring high working interest, large resource-in-place, producing properties and uses "best practice" technical and field operational processes to extract maximum value from its assets. These operational processes include hands-on approach to management with a focus on optimizing production rates, the application of

enhanced oil recovery and other technologies and selective capital investment to maximize reservoir recovery while stressing operational efficiencies to control operating costs. As at March 24, 2009, Harvest employed 380 full-time employees in its upstream business, 241 of which are located in the head office and 129 of which are located in the field.

Harvest's downstream business consists of a sour oil hydrocracking refinery with related docking and storage facilities as well as a retail gasoline, home heating, commercial, wholesale and bunkers business all operated in Province of Newfoundland and Labrador. As at March 24, 2009, Harvest employed 519 full-time employees and 48 part-time employees in its downstream business, all of which are located in the Province of Newfoundland and Labrador.

Business Strategies, Policies & Practices

Harvest's business strategy is focused on cash flow generation, acquiring assets with identified operational and development opportunities and increasing the long-term value of its assets with proven development strategies. Prior to 2006, Harvest had applied its strategies to opportunities in the petroleum and natural gas industry in western Canada. With the valuation of petroleum and natural gas assets in western Canada ever increasing through 2005 and into 2006, the opportunities to acquire such assets with significant upside potential became difficult. As a result, in 2006 Harvest changed its focus in western Canada to aggressively pursuing development opportunities within our existing asset base and in 2007, implemented three enhanced oil recovery projects with modest capital requirements but the potential to add significant reserves.

In 2006, Harvest expanded its core business to include crude oil refining and a retail petroleum marketing business. This initiative was undertaken to diversify our business with a long-life asset that has considerable growth potential by increasing the throughput, shifting the yield to higher-valued refined products as well as enhancing capacity to handle a heavier, more-sour crude oil feedstock. Our expectations are that the impact of the medium/heavy crude oil differential prices experienced by our upstream operations in western Canada will be somewhat offset by the impact of these differentials on our crude oil feedstock cost in our downstream operations.

Upstream Segment

Within the upstream segment, Harvest employs the following operating strategies:

1. **Acquire Properties with Operational and Development Opportunities** - Harvest will continue to selectively acquire properties with an established production history and once acquired, focus on improving resource recovery, reducing costs and extending reserve life thereby creating additional value for its Unitholders. Harvest will continue to evaluate future acquisitions on the basis of their net present value.
2. **Enhanced Oil Recovery Projects** - Harvest will continue to promote its enhanced oil recovery projects. At Wainwright, we are introducing an alkaline surfactant polymer flood pilot to improve recovery rates. With success of this pilot, we will likely expand the project to impact a larger portion of the reservoir at Wainwright. At both Bellshill Lake and Suffield, we are increasing our injected water by introducing water produced at adjacent properties to re-pressurize the reservoir. We have also identified opportunities for similar projects at other fields which may be implemented beyond 2009.
3. **Increase Operating Netbacks** - Harvest focuses on reducing operating costs and optimizing marketing alternatives to increase its operating netback and thereby extending the life and increasing the value of its proved reserves. Cost reduction initiatives include continuous improvements to water handling and disposal alternatives and contracting for volume discounts on well servicing and purchased materials. Optimizing marketing alternatives includes blending crude oil production to meet pricing specifications and reviewing transportation alternatives to achieve the highest prices available at the wellhead.
4. **Insurance Coverage** - In addition to preventative maintenance operating practices, Harvest maintains property damage and business interruption insurance to mitigate the risk associated with its practice of controlling operations and future development by maintaining a high working interest in its petroleum and

natural gas properties. Harvest's property damage coverage is subject to a \$500,000 deductible per occurrence and a claim limit of \$150 million while the business interruption insurance covers its five highest revenue generating properties subject to a 30 day deductible period and claim limit of \$150 million. Harvest also maintains an industry standard environmental, health and safety program – See "Environmental, Health & Safety Policies & Practices" below under "Other Upstream Information".

Downstream Segment

Within the downstream segment, Harvest employs the following operating strategies:

1. **Acquire Established Operating Facilities** – The North Atlantic operations acquired by Harvest in 2006 had over ten years of continuous operations with a committed workforce and operating plan. In respect of the related feedstock procurement and marketing of refined products, Harvest has contracted with the vendor to provide these services as well as the related working capital financing subject to a mutual six month termination clause. The Refinery is currently configured to produce high quality gasoline and distillates from a medium gravity sour feedstock that meet or exceed the ever increasing environmental requirements.
2. **Profitability Improvement and Expansion** – We have identified a “de-bottlenecking project” involving an increase in the design capacity from 115,000 bbl/d to 120,000 bbl/d, improving the yield of gasoline and distillate products, enhancing the feedstock receiving and storage facilities and improving the process heating design and combustion technologies at an estimated cost of \$300 million over the next three years.
3. **Insurance Coverage** – Subsequent to its acquisition by Harvest, North Atlantic maintains property damage and business interruption insurance on its refinery operations to a maximum annual loss limit of US\$1 billion subject to a property damage deductible of \$7.5 million and a 45 day deductible period for the business interruption coverage. North Atlantic receives its crude oil feedstock via water born vessels and protects its exposure to marine pollution and related clean-up by requiring any vessel delivering feedstock to the Refinery or shipping refined products from the Refinery to carry US\$1 billion of coverage per vessel and to insure the cargo for 110% of its value.

Cash Flow Risk Management

Harvest's cash flow risk management strategies are financially integrated reflecting the commodity price risk of our cash flow from producing crude oil in western Canada is financially offset by our requirement to purchase crude oil feedstock for our downstream operations even though the crude oil produced in western Canada does not physically flow to our refinery in Newfoundland. As a result, our 2009 cash flow at risk is comprised of approximately 33,000 bbls/d of refined product price exposure, 82,000 bbls/d of refined product crack spread exposure and 84,000 mcf/d of western Canadian natural gas price exposure.

Commencing in 2006, we have limited our financial counterparties to lenders in our syndicated Credit Facility as the security provided under our Credit Facility will extend to our price risk management contracts. This eliminates the requirement for margin calls and the pledging of collateral as well as enables the negotiation of a more limited number of events of default which contributes to limiting the potential that these contracts could exacerbate credit concerns.

UPSTREAM BUSINESS STATEMENT OF RESERVES DATA

The statement of reserves data and other oil and natural gas information set forth below (the "**Statement**") is dated March 24, 2009. The effective date of the Statement is December 31, 2008 and the preparation date of the Statement is March 24, 2009.

Disclosure of Reserves Data

Harvest retained the qualified, Independent Reserves Engineering Evaluators to evaluate and prepare reports on 100% of Harvest's crude oil and natural gas reserves as of December 31, 2008. Harvest's reserves were evaluated by McDaniel (who evaluated approximately 35% of Harvest's total proved plus probable reserves), and GLJ (who evaluated approximately 65% of Harvest's total proved plus probable reserves). All of Harvest's reserves were evaluated using the price and cost assumptions of McDaniel as at January 1, 2009.

The Reserves Data summarizes the crude oil, natural gas liquids and natural gas reserves of the Operating Subsidiaries and the net present values of future net revenue for these reserves using forecast prices and costs. The Reserve Report has been prepared by the Independent Reserve Engineering Evaluators in accordance with the standards contained in the COGE Handbook and the reserve definitions and other requirements contained in NI 51-101. Additional information not required by NI 51-101 has been presented to provide continuity and additional information which we believe is important to the readers of this information. The Operating Subsidiaries engaged the Independent Reserve Engineering Evaluators to provide an evaluation of proved and proved plus probable reserves and no attempt was made to evaluate possible reserves.

All of the Operating Subsidiaries' reserves are in Canada and, specifically, in the provinces of Alberta, British Columbia and Saskatchewan.

Disclosure provided herein in respect of BOEs may be misleading, particularly if used in isolation. A BOE conversion ratio of 6 Mcf:1 bbl is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead.

It should not be assumed that the estimates of future net revenues presented in the tables below represent the fair market value of the reserves. There is no assurance that the forecast prices and costs assumptions will be attained and variances could be material. The recovery and reserve estimates of the Operating Subsidiaries' crude oil, natural gas liquids and natural gas reserves provided herein are estimates only and there is no guarantee that the estimated reserves will be recovered. Actual crude oil, natural gas and natural gas liquid reserves may be greater than or less than the estimates provided herein.

Reserves Data (Forecast Prices and Costs) – December 31, 2008

SUMMARY OF OIL AND NATURAL GAS RESERVES
AND NET PRESENT VALUES OF FUTURE NET REVENUE
as of December 31, 2008
FORECAST PRICES AND COSTS

RESERVES CATEGORY	RESERVES					
	LIGHT AND MEDIUM OIL ⁽¹⁾		HEAVY OIL ⁽¹⁾		NATURAL GAS	
	Gross (Mbbls)	Net (Mbbls)	Gross (Mbbls)	Net (Mbbls)	Gross (MMcf)	Net (MMcf)
PROVED						
Developed Producing	57,097	51,230	33,009	28,460	192,263	163,165
Developed Non-Producing	1,031	793	3,120	2,506	13,826	11,733
Undeveloped	10,377	8,768	4,116	3,281	25,884	20,551
TOTAL PROVED	68,505	60,792	40,245	34,246	231,973	195,449
PROBABLE	28,788	25,139	18,977	15,353	90,175	72,962
TOTAL PROVED PLUS PROBABLE	97,293	85,932	59,224	49,601	322,148	268,411

RESERVES CATEGORY	RESERVES			
	NATURAL GAS LIQUIDS		TOTAL OIL EQUIVALENT	
	Gross (Mbbls)	Net (Mbbls)	Gross (MBOE)	Net (MBOE)
PROVED				
Developed Producing	6,060	4,380	128,209	111,265
Developed Non-Producing	336.4	226.2	6,791	5,481
Undeveloped	450.4	316.9	19,258	15,792
TOTAL PROVED	6,847	4,924	154,260	132,538
PROBABLE	2,865	2,001	65,660	54,654
TOTAL PROVED PLUS PROBABLE	9,712	6,924	219,919	187,191

RESERVES CATEGORY	NET PRESENT VALUES OF FUTURE NET REVENUE BEFORE INCOME TAXES DISCOUNTED AT (%/year) ⁽²⁾					Value Per Boe Before Income Tax Discounted At 10%/year (\$/BOE)
	0% (\$M)	5% (\$M)	10% (\$M)	15% (\$M)	20% (\$M)	
PROVED						
Developed Producing	4,338,216	3,228,308	2,585,638	2,167,463	1,873,893	20.17
Developed Non-Producing	203,785	149,313	118,276	97,911	83,361	17.42
Undeveloped	510,049	340,498	238,437	172,178	126,637	12.38
TOTAL PROVED	5,052,051	3,718,119	2,942,351	2,437,552	2,083,890	19.07
PROBABLE	2,655,044	1,466,172	951,936	680,106	516,350	14.50
TOTAL PROVED PLUS PROBABLE	7,707,095	5,184,291	3,894,288	3,117,659	2,600,239	17.71

RESERVES CATEGORY	NET PRESENT VALUES OF FUTURE NET REVENUE AFTER INCOME TAXES DISCOUNTED AT (%/year) ⁽²⁾				
	0% (\$M)	5% (\$M)	10% (\$M)	15% (\$M)	20% (\$M)
PROVED					
Developed Producing	4,018,049	3,037,535	2,461,527	2,081,628	1,811,745
Developed Non-Producing	187,252	139,006	110,967	92,340	78,927
Undeveloped	476,847	315,366	218,755	156,330	113,588
TOTAL PROVED	4,682,148	3,491,907	2,791,249	2,330,299	2,004,259
PROBABLE	2,418,525	1,331,017	861,713	614,458	465,909
TOTAL PROVED PLUS PROBABLE	7,100,673	4,822,925	3,652,961	2,944,758	2,470,168

TOTAL FUTURE NET REVENUE
(UNDISCOUNTED)
as of December 31, 2008
FORECAST PRICES AND COSTS

RESERVES CATEGORY	REVENUE (\$M)	ROYALTIES (\$M)	OPERATING COSTS (\$M)	DEVELOP- MENT COSTS (\$M)	WELL ABANDON- MENT COSTS (\$M)	FUTURE NET REVENUE BEFORE INCOME TAXES ⁽²⁾ (\$M)	INCOME TAXES	FUTURE NET REVENUE AFTER INCOME TAXES ⁽²⁾
Proved Reserves	11,496,207	1,619,730	4,140,526	489,469	194,427	5,052,051	369,903	4,682,148
Proved Plus Probable Reserves	17,293,428	2,542,791	6,129,949	695,256	218,333	7,707,095	606,422	7,100,673

FUTURE NET REVENUE
BY PRODUCTION GROUP
as of December 31, 2008
FORECAST PRICES AND COSTS

RESERVES CATEGORY	PRODUCTION GROUP	FUTURE NET REVENUE BEFORE INCOME TAXES (discounted at 10%/year) (\$M) ⁽²⁾	UNIT VALUE (\$/bbl or \$/mcf)
Proved Reserves	Light and Medium Crude Oil (including solution gas and associated by-products)	1,102,723	23.35
	Heavy Crude Oil (including solution gas and associated by-products)	1,142,183	22.19
	Associated and Non-Associated Natural Gas (including associated by-products)	695,257	3.95
		2,940,163	
Proved Plus Probable Reserves	Light and Medium Crude Oil (including solution gas and associated by-products)	1,460,937	21.44
	Heavy Crude Oil (including solution gas and associated by-products)	1,517,611	21.07
	Associated and Non-Associated Natural Gas (including associated by-products)	912,517	3.77
		3,891,065	

Notes to Reserves Data Tables

1. The reserves attributable to Harvest's Hay River property, which is an area that produces medium gravity crude oil (average 24° API), are subject to a heavy oil royalty regime in British Columbia and would be required, under NI 51-101, to be classified as heavy oil for that reason. We have presented Hay River reserves as medium gravity crude in the reserve tables above as they would otherwise be classified in this fashion were it not for the lower rate royalty regime applied in British Columbia. If the Hay River reserves were included in the heavy crude oil category, it would increase the gross heavy oil reserves and reduce the light/medium oil reserves by the following amounts: Proved Developed Producing: 11.2 MMbbl, Proved Undeveloped: 6.9 MMbbl, Total Proved: 18.1 MMbbl, Probable: 5.3 MMbbl and Proved plus Probable: 23.3 MMbbl, and would increase the net heavy oil reserves and reduce the light/medium oil reserves by the following amounts: Proved Developed Producing: 9.8 MMbbl, Proved Undeveloped: 5.8 MMbbl, Total Proved: 15.6 MMbbl, Probable: 4.7 MMbbl, and Proved plus Probable: 20.2 MMbbl.
2. The Trust is entitled to deduct from its income all amounts which are paid or payable by it to Unitholders in a given financial year. As a result of amounts paid to Unitholders in the course of the most recent financial year, the Trust is not liable for any material amount of income tax on income. The Government of Canada has enacted legislation to tax distributions by the Trust commencing January 1, 2011. See "Risk Factors - Risks Related to Harvest's Structure - Changes to the Tax Act.
3. Columns may not add due to rounding.
4. The crude oil, natural gas liquids and natural gas reserve estimates presented in the Reserve Report are based on the definitions and guidelines contained in the COGE Handbook. A summary of those definitions are set forth below.
5. The crude oil, natural gas liquids and natural gas reserve estimates presented in the Reserve Report are based on the definitions and guidelines contained in the COGE Handbook. A summary of these definitions are set forth below:

Reserve Categories

Reserves are estimated remaining quantities of oil and natural gas and related substances anticipated to be recoverable from known accumulations, from a given date forward, based on

- analysis of drilling, geological, geophysical and engineering data;
- the use of established technology; and
- specified economic conditions.

Reserves are classified according to the degree of certainty associated with the estimates.

- (a) **Proved reserves** are those reserves that can be estimated with a high degree of certainty to be recoverable. It is likely that the actual remaining quantities recovered will exceed the estimated proved reserves.
- (b) **Probable reserves** are those additional reserves that are less certain to be recovered than proved reserves. It is equally likely that the actual remaining quantities recovered will be greater or less than the sum of the estimated proved plus probable reserves.

Other criteria that must also be met for the categorization of reserves are provided in the COGE Handbook.

Each of the reserve categories (proved and probable) may be divided into developed and undeveloped categories:

- (c) **Developed reserves** are those reserves that are expected to be recovered from existing wells and installed facilities or, if facilities have not been installed, that would involve a low expenditure (for example, when compared to the cost of drilling a well) to put the reserves on production. The developed category may be subdivided into producing and non-producing.
- (d) **Developed producing reserves** are those reserves that are expected to be recovered from completion intervals open at the time of the estimate. These reserves may be currently producing or, if shut-in, they must have previously been on production, and the date of resumption of production must be known with reasonable certainty.
- (e) **Developed non-producing reserves** are those reserves that either have not been on production, or have previously been on production, but are shut-in, and the date of resumption of production is unknown.
- (f) **Undeveloped reserves** are those reserves expected to be recovered from known accumulations where a significant expenditure (for example, when compared to the cost of drilling a well) is required to render them capable of production. They must fully meet the requirements of the reserves classification (proved, probable) to which they are assigned.

In multi-well pools it may be appropriate to allocate total pool reserves between the developed and undeveloped categories or to subdivide the developed reserves for the pool between developed producing and developed non-producing. This allocation should be based on the estimator's assessment as to the reserves that will be recovered from specific wells, facilities and completion intervals in the pool and their respective development and production status.

Levels of Certainty for Reported Reserves

The qualitative certainty levels referred to in the definitions above are applicable to individual reserve entities (which refers to the lowest level at which reserves calculations are performed) and to reported reserves (which refers to the highest level sum of individual entity estimates for which reserves are presented). Reported reserves should target the following levels of certainty under a specific set of economic conditions:

- (a) at least a 90 percent probability that the quantities actually recovered will equal or exceed the estimated proved reserves; and
- (b) at least a 50 percent probability that the quantities actually recovered will equal or exceed the sum of the estimated proved plus probable reserves.

A qualitative measure of the certainty levels pertaining to estimates prepared for the various reserves categories is desirable to provide a clearer understanding of the associated risks and uncertainties. However, the majority of reserves estimates will be prepared using deterministic methods that do not provide a mathematically derived quantitative measure of probability. In principle, there should be no difference between estimates prepared using probabilistic or deterministic methods.

Additional clarification of certainty levels associated with reserves estimates and the effect of aggregation is provided in the COGE Handbook.

Forecast prices and costs are those:

- (a) generally acceptable as being a reasonable outlook of the future; and
- (b) if, and only to the extent that, there are fixed or presently determinable future prices or costs to which the Operating Subsidiaries is legally bound by a contractual or other obligation to supply a physical product, including those for an extension period of a contract that is likely to be extended, those prices or costs rather than the prices and costs referred to in paragraph (a).

The forecast cost and price assumptions assume increases in wellhead selling prices and take into account inflation with respect to future operating and capital costs. Crude oil and natural gas benchmark reference pricing, inflation and exchange rates utilized in the Reserve Report, based on McDaniel's then current forecasts at the date of the Report, were as follows:

SUMMARY OF PRICING AND INFLATION RATE ASSUMPTIONS
as of January 1, 2009
FORECAST PRICES AND COSTS

Year	OIL					NATURAL GAS	NATURAL GAS LIQUIDS	INFLATION RATES ⁽⁶⁾	U.S./ CAN EXCHANGE RATE ⁽⁷⁾
	WTI Crude Oil ⁽¹⁾ (\$US/ bbl)	Edmonton Light Crude Oil ⁽²⁾ (\$Cdn/ bbl)	Alberta Heavy Crude Oil ⁽³⁾ (\$Cdn/ bbl)	Alberta Bow River Hardisty Crude Oil ⁽⁴⁾ (\$Cdn/ bbl)	Sask Cromer Medium Crude Oil ⁽⁵⁾ (\$Cdn/ bbl)	Alberta AECO Spot Price (\$Cdn/ GJ)	Edmonton Cond. and Natural Gasolines (\$Cdn/ bbl)	(%/Year)	(\$US/\$Cdn)
Forecast									
2009	60.00	69.60	47.00	54.80	61.80	7.40	71.60	2.0	0.85
2010	71.40	83.00	56.10	65.30	73.70	8.00	85.00	2.0	0.85
2011	83.20	91.40	61.80	72.00	81.20	8.45	93.50	2.0	0.90
2012	90.20	93.90	64.00	73.90	83.40	8.80	96.00	2.0	0.95
2013	97.40	96.30	65.60	75.90	85.60	9.05	98.50	2.0	1.00
2014	99.40	98.30	67.00	77.40	87.40	9.25	100.50	2.0	1.00
2015	101.40	100.30	68.80	79.00	89.10	9.45	102.60	2.0	1.00
2016	103.40	102.30	70.20	80.50	90.90	9.60	104.60	2.0	1.00
2017	105.40	104.20	71.60	82.10	92.60	9.80	106.50	2.0	1.00
2018	107.60	106.40	73.00	83.80	94.60	10.00	108.80	2.0	1.00
2019	109.70	108.50	74.50	85.40	96.40	10.20	110.90	2.0	1.00
2020	111.90	110.70	76.00	87.20	98.30	10.40	113.20	2.0	1.00
2021	114.10	112.80	77.50	88.90	100.30	10.60	115.30	2.0	1.00
2022	116.40	115.10	79.00	90.70	102.30	10.80	117.70	2.0	1.00
2023	118.80	117.50	80.70	92.50	104.40	11.05	120.10	2.0	1.00
There-after	+2%/yr	+2%/yr	+2%/yr	+2%/yr	+2%/yr	+2%/yr	+2%/yr	2.0	1.00

Notes:

- (1) West Texas Intermediate at Cushing Oklahoma 40 degrees API/0.5% sulphur.
- (2) Edmonton Light Sweet 40 degrees API, 0.3% sulphur.
- (3) Heavy crude oil 12 degrees API at Hardisty Alberta (after deduction of blending costs to reach pipeline quality).
- (4) Bow River at Hardisty Alberta (Heavy stream).
- (5) Midale Cromer crude oil 29 degrees API, 2.0% sulphur.
- (6) Inflation rates for forecasting prices and costs.
- (7) Exchange rates used to generate the benchmark reference prices in this table.

Weighted average historical prices realized by the Operating Subsidiaries for the year ended December 31, 2008, were \$8.60/Mcf for natural gas, \$75.16/bbl for natural gas liquids, \$89.72/bbl for light/medium oil, and \$77.22/bbl for heavy oil.

6. Future Development Costs

The following table sets forth development costs deducted in the estimation of the Operating Subsidiaries' future net revenue attributable to the reserve categories noted below.

Year	Forecast Prices and Costs (\$M)	
	Proved Reserves	Proved Plus Probable Reserves
2009	\$165,210	\$227,956
2010	\$85,484	\$148,572
2011	\$64,575	\$78,820
2012	\$14,414	\$35,544
2013	\$4,416	\$12,072
Thereafter	\$155,370	\$192,291
Total Undiscounted	\$489,469	\$695,256
Total Discounted at 10%	\$350,814	\$506,064

Future development costs will be funded through cash flow and the Trust's Credit Facility.

7. Estimated future abandonment costs related to a property have been taken into account by the Independent Reserve Engineering Evaluators in determining reserves that should be attributed to a property and in determining the aggregate future net revenue there from. No allowance was made, however, for reclamation of well sites or the abandonment and reclamation of any facilities. See "Other Upstream Business Information – Additional Information Concerning Abandonment and Reclamation Costs" for more information.
8. The forecast price and cost assumptions assume the continuance of current laws and regulations.
9. The extent and character of all factual data supplied to the Independent Reserve Engineering Evaluators were accepted by the Independent Reserve Engineering Evaluators as represented. No field inspection was conducted.

Reconciliations of Changes in Reserves

RECONCILIATION OF OPERATING SUBSIDIARIES COMPANY GROSS BY PRINCIPAL PRODUCT TYPE FORECAST PRICES AND COSTS

FACTORS	LIGHT AND MEDIUM OIL			HEAVY OIL			ASSOCIATED AND NON-ASSOCIATED NATURAL GAS		
	Gross Proved (Mbbbl)	Gross Probable (Mbbbl)	Gross Proved Plus Probable (Mbbbl)	Gross Proved (Mbbbl)	Gross Probable (Mbbbl)	Gross Proved Plus Probable (Mbbbl)	Gross Proved (MMcf)	Gross Probable (MMcf)	Gross Proved Plus Probable (MMcf)
31-Dec-07	65,532	27,029	92,561	40,620	20,073	60,692	245,012	96,638	341,650
Extensions/ Improved Recovery	4,898	2,205	7,103	1,066	716	1,783	16,556	4,120	20,676
Technical Revisions	2,158	(1,673)	485	4,452	(1,803)	2,652	1,737	(12,585)	(10,848)
Discoveries	24	(22)	2	3	4	7	808	28	836
Acquisitions	3,685	1,261	4,946	0	0	0	12,650	3,670	16,319
Dispositions	(33)	(12)	(45)	(66)	(13)	(79)	(9,739)	(1,696)	(11,435)
Production	(7,758)	0	(7,758)	(5,831)	0	(5,831)	(35,050)	0	(35,050)
31-Dec-08	68,505	28,788	97,293	40,245	18,977	59,224	231,973	90,175	322,148
	NATURAL GAS LIQUIDS			TOTAL (BOE)					
FACTORS	Gross Proved (Mbbbl)	Gross Probable (Mbbbl)	Gross Proved Plus Probable (Mbbbl)	Gross Proved (MBOE)	Gross Probable (MBOE)	Gross Proved Plus Probable (MBOE)			
31-Dec-07	7,469	3,250	10,718	154,456	66,458	220,914			
Extensions/ Improved Recovery	454	152	605	9,177	3,760	12,937			
Technical Revisions	(186)	(566)	(751)	6,713	(6,142)	574			
Discoveries	0	(0)	0	163	(14)	149			
Acquisitions	143	40	183	5,937	1,912	7,849			
Dispositions	(53)	(10)	(63)	(1,776)	(314)	(2,094)			
Production	(980)	0	(980)	(20,411)	0	(20,411)			
31-Dec-08	6,847	2,865	9,712	154,260	65,660	219,919			

Note:

(1) Columns may not add due to rounding.

Additional Information Relating to Reserves Data

Undeveloped Reserves

Proved and probable undeveloped reserves have been estimated in accordance with procedures and standards contained in the COGE Handbook.

As at January 1, 2009, Harvest has a total of 26.1 MMBOE of gross reserves that are classified as proved non-producing. Of these non-producing reserves approximately 74% are undeveloped reserves. The balance are developed non-producing reserves which would be wells that are not currently producing and are eligible to be brought on production given economics and production information as at January 1, 2009. Substantially all of the undeveloped reserves are based on Harvest's then current 2009 budget and long range development plans for the major assets noted elsewhere in this document. Approximately 80% of these reserves are expected to be developed within the next two years. The remaining undeveloped reserves are expected to be developed over the next five years, in most cases due to processing facility capacity restrictions. The capital cost has been taken into account for these programs in the estimated future net revenue.

TIMING OF INITIAL UNDEVELOPED RESERVES ASSIGNMENT

PRODUCT TYPE	Units	Prior	Gross Reserves First Attributed by Year			Total
			2006	2007	2008	
Proved Undeveloped						
Light and Medium Crude Oil	Mbbl	696	925	1,826	65	3,512
Heavy Crude Oil	Mbbl	600	1,428	5,290	3,663	10,981
Natural Gas	MMcf	65	6,164	22,494	(2,840)	25,884
Natural Gas Liquids	Mbbl	23	219	202	6	450
Total Oil Equivalent	MBOE	1,330	3,599	11,067	3,261	19,257
Probable Undeveloped						
Light and Medium Crude Oil	Mbbl	1,049	844	7,837	(48)	9,682
Heavy Crude Oil	Mbbl	3,048	1,185	5,802	(1,179)	8,856
Natural Gas	MMcf	740	4,328	21,972	(3,260)	23,781
Natural Gas Liquids	Mbbl	60	155	775	93	1,083
Total Oil Equivalent	MBOE	4,280	2,906	18,076	(1,677)	23,585

Notes:

- (1) Hay River reserves are considered to be heavy crude oil for this analysis.
- (2) First attributed volumes include additions during the year and do not include revisions to previous undeveloped reserves.

Significant Factors or Uncertainties

Information in this Annual Information Form contains forward-looking information and estimates with respect to Harvest. This information addresses future events and conditions, and as such involves risks and uncertainties that could cause actual results to differ materially from those contemplated by the information provided. These risks and uncertainties include but are not limited to factors intrinsic in domestic and international politics and economics, general industry conditions including the impact of environmental laws and regulations, imprecision of reserves estimates, fluctuations in commodity prices, interest rates or foreign exchange rates and stock market volatility. The

information and opinions concerning the Trust's future outlook are based on information available at March 27, 2009.

Important economic factors that should be taken into consideration that may affect particular components of the reserve data include: oil pricing, power costs and operating expenses.

Oil and Gas Wells

The following table sets forth the number of wells in which Harvest held a working interest as at December 31, 2008:

	Oil Wells				Natural Gas Wells			
	Producing		Non-Producing		Producing		Non-Producing	
	Gross	Net	Gross	Net	Gross	Net	Gross	Net
Alberta	3,229	2,627	1,125	933	1,886	843	653	421
British Columbia	130	130	49	49	2	2	17	9
Saskatchewan	1,134	938	454	411	35	34	11	11
Total	4,493	3,695	1,628	1,393	1,923	879	681	441

	Service Wells			
	Active		Suspended	
	Gross	Net	Gross	Net
Alberta	634	536	50	40
British Columbia	108	108	2	2
Saskatchewan	142	129	74	57
Total	884	773	126	99

Note:

- (1) "Gross Wells" are wells in which Harvest has an interest (operating or non-operating).
- (2) "Net Wells" are Harvest's interest share of the gross wells (operating or non-operating).

Exploration and Development Activities

The following table sets forth the number of exploratory and development wells which Harvest completed during its 2008 financial year:

	Exploratory Wells		Development Wells	
	Gross	Net	Gross	Net
Oil Wells	-	-	119	101.8
Gas Wells	2	2.0	120	41.0
Service Wells	2	2.0	4	3.5
Dry Holes	-	-	-	-
Total Wells	4	4.0	243	146.3

Note:

- (1) "Gross Wells" are wells in which Harvest has an interest (operating or non-operating).
- (2) "Net Wells" are Harvest's interest share of the gross wells (operating or non-operating).

For a discussion of Harvest's exploration and development activities refer to the "2009 Capital Expenditures Plan" section under "Other Upstream Information".

Properties with No Attributed Reserves

The following table sets out Harvest's undeveloped land holdings as at December 31, 2008.

	Undeveloped Acres	
	Gross	Net
Alberta	568,335	391,291
British Columbia	44,525	34,411
Saskatchewan	89,221	77,489
Total	702,081	503,191

	Undeveloped Acres for which rights expire within one year	
	Gross	Net
Alberta	109,462	78,927
British Columbia	5,258	2,712
Saskatchewan	17,773	16,188
Total	132,493	97,827

Harvest conducts ongoing development activity to retain land that would otherwise expire. As a result of this activity, the actual land holdings that will expire within one year will be less than indicated above.

Production Estimates

The following table sets forth the volume of production from the company's gross reserves estimated for 2009 as found in the Reserve Report:

	2009 Production Forecast				Total (BOE/d)
	Light and Medium Oil (bbl/d)	Heavy Oil (bbl/d)	Natural Gas (Mcf/d)	Natural Gas Liquids (bbls/d)	
Proved Producing	19,614	14,432	89,995	2,587	51,631
Proved Developed Non-Producing	317	797	5,418	103	2,120
Proved Undeveloped	2,316	657	4,793	93	3,864
Total Proved	22,248	15,884	100,206	2,783	57,616
Total Probable	1,399	1,189	8,322	263	4,238
Total Proved Plus Probable	23,646	17,073	108,528	3,046	61,855

OTHER UPSTREAM BUSINESS INFORMATION**Oil and Natural Gas Properties**

The Operating Subsidiaries' portfolio of significant Properties is discussed below. Reserve amounts discussed are gross reserves and are stated at December 31, 2008 based on forecast prices and cost assumptions. Although the Trust receives income from each of the Operating Subsidiaries pursuant to the NPI, interest and principal payments and trust and partnership distributions, all oil and natural gas operations and the management of the Trust are conducted by Harvest Operations.

In general, the Properties include major oil accumulations which benefit from active pressure support due to an underlying regional aquifer. Generally, the Properties have predictable decline rates with costs of production and oil price key to determining the economic limits of production. Harvest Operations is actively engaged in cost reduction, production and reserve replacement optimization efforts directed at reserve addition through extending the economic life of these producing properties beyond the limits used in the Reserve Report and developing new proven reserves previously not evaluated by the Independent Reserve Engineering Evaluators. The estimates of

reserves and future net revenue for individual properties may not reflect the same confidence levels as estimates of reserves and future net revenue for all properties, due to the effects of aggregation.

2008 Historical Production by Material Property

<u>Material Property</u>	<u>Light, Medium and Heavy Crude Oil (bbls/d)</u>	<u>Natural gas (Mcf/d)</u>	<u>NGL (bbls/d)</u>	<u>Average Daily Production (BOE/d)</u>
Markerville	856	23,609	812	5,603
Southeast Saskatchewan	5,040	302	60	5,150
Hay River	4,542	432	-	4,614
Suffield	3,803	539	37	3,930
Rimbey	200	12,858	678	3,021
Red Earth	2,689	360	62	2,811
Hayter	2,556	406	9	2,632
Wainwright	2,609	104	1	2,628
Bellshill Lake	2,326	920	49	2,529
Crossfield	15	6,910	344	1,511
Lloydminster	1,209	387	-	1,274
Other	11,410	49,488	572	20,229
Total	37,255	96,315	2,624	55,932

Principal Producing Properties at December 31, 2008

Markerville: The Markerville area is located approximately 35 kilometres southwest of Red Deer, Alberta. Harvest is the operator for a majority of the production in the area and has a working interest varying from 50-90% in the majority of the area's wells. Markerville averaged 5,603 BOE/d (70% natural gas) for the 12 months ending December 31, 2008. The area offers multi-zone potential with a number of producing horizons. The Pekisko formation, at a well depth of approximately 2,200 metres, contains sweet natural gas along with associated liquids. The formation is developed using both vertical and horizontal wells. The Edmonton sands are a tight gas reservoir located at a depth of approximately 800 metres that contains sweet natural gas that is developed exclusively with vertical wells. Harvest also has a 25-50% working interest in Leduc Pinnacle Reef formations that produce light oil and associated natural gas. In 2008, the company drilled or participated in 63 gross (26.9 net) wells including 52 gross (20.4 net) wells into the Edmonton sands formation. Harvest has various ownership in pipelines, compressors, and gas processing facilities that service the wells in this area.

Southeast Saskatchewan: Our southeast Saskatchewan properties are located approximately 110 miles southeast of Regina. Production from southeast Saskatchewan averaged 5,040 bbl/d of average 33° API crude oil in 2008, primarily produced from the Tilston and Souris Valley Formations of Mississippian age. Harvest has an average working interest of over 90% in this primarily operated property. In 2008 Harvest drilled 43 gross (35.5 net) wells, primarily horizontal development and infill wells into defined pools including a test well into the Bakken formation to evaluate the extent of this hydrocarbon accumulation on Harvest lands. Fluid produced from the area is processed at our 100% owned Hazelwood facility and is pipeline connected to the Enbridge system. Additional future development at southeast Saskatchewan may include step-out and horizontal infill drilling of up to 100 locations to increase the recovery factor and accelerate production. Harvest believes further drilling opportunities are possible through the continued pooling of other landowner interests to drill under-exploited areas. Harvest has extensive proprietary 3D seismic coverage which offers control of the opportunity, and will be used to identify further opportunities on and off our land base.

Hay River: Hay River was acquired by Harvest on August 2, 2005 and is located approximately 125 miles NW of Grande Prairie in northeastern British Columbia. In 2008 Hay River produced 5,542 bbl/d of medium gravity (24° API) crude oil which was processed at our central emulsion processing facility with the clean oil transported via

pipeline to sales points. Hay River is a winter only access area in that drilling operations can only be undertaken when the ground is frozen (typically between late December and late March) The Hay River medium gravity oil production is priced at a discount to the Edmonton Light oil benchmark, contributing to stronger netbacks when compared to other similar gravity crudes. Harvest has an average 100% working interest in this operated property. In 2008, Harvest focused on increasing water injection into the producing Blue Sky formation to improve overall production and recovery of oil from the reservoir. A gas plant constructed in 2007 was commissioned in the spring of 2008 to eliminate flaring at the site and to manage production of associated gas. Connection of commercial power to the site was also completed in 2008 which allowed for optimization of the production in the field.

Suffield: Suffield is located 160 miles SE of Calgary and is located on the site of the Canadian Forces Base Suffield. Production from this region averaged 3,803 BOE/d of primarily heavy oil in 2008, averaging 11-18° API from the Upper Mannville Glauconitic formation. Harvest has an average 99% working interest in this operated property. Fluid produced from the area is processed at three emulsion processing facilities located at Caen, Lark and Batus with clean oil transported via pipeline to sales points. In 2008 Harvest drilled 12 gross (12 net) wells to optimize our producing infrastructure in the region. In addition, a pipeline was installed from our main processing facility at Batus to our Lark pool to transfer produced water for re-injection. By increasing injection into the Lark pool, Harvest believes the ultimate recovery of oil will be increased. Future development at Suffield may include step-out, extension and infill drilling at up to 50 identified locations. Pool optimization and enhanced recovery projects will target increased water injection into under-injected reservoirs that have not received adequate pressure maintenance similar to our Lark Pool.

Rimbey: The Rimbey area is located approximately 50 miles NW of Red Deer. In 2008 the Rimbey area produced 3,021 BOE/d of primarily natural gas (approximately 70%) from various formations including the Rock Creek, Viking, Ostracod, and Cardium. Harvest's working interest in this area ranges from 25% to 100%. In 2008 Harvest drilled 21 gross (7.3 net) wells. Harvest continued to build on a successful exploration program in 2007 at Chedderville by drilling an additional 3 delineation wells into the Basal Mannville (Ostracod) formation. Gas produced from this area is generally transported on company owned and third party owned infrastructure to five company owned compression facilities at Wilson Creek and Rose Creek, Willesden Green and Ferrier as well as third party gas processing facilities.

Red Earth: Production in 2008 from Red Earth averaged 2,689 BOE/d of oil (98% oil) averaging 37° to 39° API from the Devonian Slave Point, Granite Wash and Gilwood Formations. Harvest has an average 80% working interest in this primarily operated area. In 2008, Harvest drilled 12 gross (11.3 net) wells including a horizontal test well into the Slave Point formation. The horizontal well was completed using multi-stage fracturing technology successfully applied to other tight hydrocarbon formations. The Slave Point has typically been exploited using vertical wells, and the application of this technology has the potential to allow Harvest to access hydrocarbon previously not considered economic. Future development at Red Earth may include downspace drilling in the Slave Point G pool, application of horizontal well technology as well as potential water injection to increase the recovery factor in a number of smaller Slave Point pools by offsetting production decline. Harvest has an extensive seismic database in the Red Earth area which was instrumental in the discovery of a new oil pool in the area, and will assist our plans to infill drill our identified Granite Wash and Slave Point pools.

Hayter: Harvest acquired the Hayter property in November 2002. Production in 2008 at Hayter averaged approximately 2,556 bbl/d of 14° to 15° API oil, producing from the Lower Cretaceous Cummings/Dina formation. Harvest has an average 94% working interest in this operated property. Emulsion produced from the wells is processed at one of two central processing facilities and then transported via pipeline to sales points. In 2008, Harvest drilled 11 gross (8.8 net) primarily horizontal wells to continue to infill under-exploited areas of this large oil pool. Future development at Hayter may include additional infill and step-out drilling with over 15 identified locations, as well as enhanced oil recovery projects. Harvest has identified the Hayter area as being amenable for enhanced recovery and will undergo additional testing of EOR techniques. Operating expense reduction projects such as low pressure water disposal wells, horizontal disposal wells, and battery optimization are ongoing.

Wainwright: Harvest acquired the Wainwright properties in September 2004. Production in 2008 from these pools averaged approximately 2,609 BOE/d of 22° to 24° API oil, produced from the Cretaceous Upper Mannville Sparky Formation. Harvest has an average 99% working interest in these operated properties. In 2008, Harvest finalized

plans to construct a polymer injection facility and took delivery in the Fourth Quarter. This was a follow-up to a 2007 engineering study to evaluate the feasibility of using a polymer based injection fluid to increase waterflood sweep efficiencies and ultimate recoveries in this large oil pool. Injection is scheduled to commence in 2009.

Bellshill Lake: Harvest holds an average 98% working interest in this area, including a 100% working interest in the Bellshill Lake Ellerslie Unit, as well as working interests ranging from 6.5% to 100% in non-unit leases located next to the unit, all of which is operated by Harvest. Production consists of 26° to 28° API oil produced from the Ellerslie, and Dina formations, and totalled 2,529 BOE/d in 2008 weighted 90% towards oil and liquids. The Unit and area comprises 707 gross wells of which 580 are producing oil wells. There are 32 injection and service wells, and 95 suspended oil wells. The majority of these wells are tied-in to one central facility consisting of an oil processing facility, a water injection plant and a gas processing facility. Oil is transported to market via Gibson's pipeline and the gas is sold on the spot market. In 2008 Harvest constructed a water transfer line to bring incremental injection water to improve the ultimate recovery of oil from this large oil pool.

Crossfield: Crossfield is located approximately 20 miles NW of Calgary. Production in 2008 from this region was primarily natural gas (75%) with some liquids and averaged approximately 1,511 BOE/d from the Lower Cretaceous Basal Quartz formation. Harvest has an average 75% working interest in this operated and non-operated property. Harvest continues to evaluate opportunities to downspace and drill additional locations at Crossfield including the application of multi-stage fractured horizontal wells which have been successfully applied in similar geological formations.

Lloydminster: Harvest has a 100% working interest in this heavy oil field located 10 miles south of the town of Lloydminster. Production of 12-14 API heavy crude oil is from the Lloydminster sandstone formation, and averaged 1,274 BOE/d (98% oil) in 2008. Harvest drilled 18 gross (18 net) horizontal wells in 2008 pursuing infill drilling, downspacing and step-out opportunities. Production from the area wells is processed in single well batteries and then trucked to Harvest's Bellshill Lake pipeline terminal sales point. Future plans include downspacing the pool with additional horizontal wells and assessing the potential impact of water injection for pressure maintenance and enhanced recovery.

Capital Expenditures

The following table summarizes capital expenditures (net of incentives and net of certain proceeds and including capitalized general and administrative expenses) related to Harvest's activities for the year ended December 31, 2008:

Property acquisition costs	(\$millions)
Proved properties	128.8
Undeveloped properties	7.8
<hr/>	
Total property acquisition costs	136.6
Exploration costs	9.2
Development costs	254.2
<hr/>	
Total Capital Expenditures	400.0

2009 Capital Expenditure Plan

Harvest's expected total capital spending on its oil and natural gas properties for 2009 is expected to be approximately \$170 million. The primary areas of focus for Harvest's capital program during 2009 are the following:

- Hay River – Expenditures of approximately \$75 million to drill 21 producing multi-leg horizontal oil wells; water injection wells and facilities; water source wells and upgrade processing infrastructure.
- Markerville – Drill 4 gross gas wells and construct associated infrastructure for an estimated cost of \$7 million.
- Red Earth – Drill 3 gross light oil wells for a net expenditure of \$5 million.

- Various Areas – Expenditures of approximately \$28 million to pursue production optimization including pump upsizing, facility debottlenecking and zonal recompletion.

Incremental Exploitation and Development Potential

Management of Harvest Operations has identified numerous development opportunities, many of which provide the potential for capital investment and incremental production beyond that identified in the Reserve Report. Opportunities being considered include:

- Implementation or optimization of enhanced waterfloods in selected pools such as Hay River and Kindersley resulting in increased production and recovery;
- Increasing water handling and water disposal capacity at key fields such as Hayter, Suffield and Bellshill Lake to add incremental oil volumes. This includes additional use of free water knock-outs and additional disposal wells;
- De-bottlenecking existing fluid handling facilities and surface infrastructure;
- Optimizing field oil cut management through the shut-in of select wells and increased total fluid from offset higher oil cut wells. Shut-in wells would be available for restart as oil cuts vary;
- Uphole completions of bypassed or untested reserves in existing wellbores, including recompletion of existing shut-in wells to access undrained reserves;
- Selected infill and step-out development drilling opportunities for various proven targets generally defined by 3D seismic;
- Numerous exploratory opportunities defined by seismic from which value might be extracted by sale, farmout or joint venture;
- Opportunity to increase recovery factors in established pools using available and evolving enhanced recovery technologies such as Alkaline Surfactant Polymer at Wainwright, carbon dioxide injection at Bashaw and acid gas injection at Hayter.

Marketing Arrangements

Crude Oil and Natural Gas Liquids (NGLs)

Harvest's crude oil and NGL production is marketed to a diverse portfolio of intermediaries and end users with contracts on 30 day continuously renewing basis and the NGL contracts on one year terms with both commodities receiving the prevailing monthly market prices. Harvest has a small number of condensate purchase contracts, required for blending heavy oil to meet pipeline specifications, that are a combination of one year and monthly spot contracts both at the prevailing monthly price.

Harvest received an average sales price, excluding the effects of commodity price risk management contracts, of \$89.72/bbl for its light and medium crude oil, \$77.22/bbl for its heavy crude oil and \$75.16/bbl for its NGL's for the year ending December 31, 2008 compared to \$64.09/bbl, \$46.71/bbl and \$62.26/bbl for the year ending December 31, 2007, respectively.

Natural Gas

Approximately 93% of Harvest's natural gas production is currently being sold at the prevailing daily spot market price in Alberta with the remaining 7% of its production dedicated to aggregator contracts which are contracted for the economic life of the reserves.

Harvest received an average sales price, excluding the effects of commodity price risk contracts, of \$8.60/mcf for its natural gas for the year ending December 31, 2008 compared to \$6.94/mcf in 2007.

Additional Information Concerning Abandonment and Reclamation Costs

The following table sets forth information respecting future abandonment and reclamation costs for surface leases, wells, facilities and pipelines which are expected to be incurred by Harvest and for the periods indicated:

Period	Abandonment & Reclamation costs (undiscounted and using a 2% inflation rate) (\$000)	Abandonment & Reclamation costs (discounted at 10% using a 2% inflation rate) (\$000)
Total as at December 31, 2008	1,277,767	241,044
Anticipated to be paid in 2009	14,303	13,003
Anticipated to be paid in 2010	9,269	7,661
Anticipated to be paid in 2011	21,797	16,377

The number of net wells for which the Independent Reserve Engineering Evaluators estimated that Harvest would incur abandonment and reclamation costs is 5,209 wells (Proved plus Probable).

Abandonment costs (excluding salvage values) associated only with wells to which reserves were attributed were deducted by the Independent Reserve Engineering Evaluators in estimating future net revenue in the Reserve Report. The estimated future undiscounted expense related to facilities, pipelines and no reserve addition wells is \$1,100.8 million (\$187.1 million discounted at 10%). The nature of these expenses are not expected to change the anticipated costs for the next three years as they will not be incurred until the end of a field's reserve life profile.

Production History

The following tables summarize certain information in respect of production, product prices received, royalties paid, operating expenses and resulting netback for the periods indicated below:

<i>Average Daily Production Volumes (before the deduction of royalties)</i>	2008				
	Q1	Q2	Q3	Q4	Total
Light & Medium Oil (bbls/d) ⁽¹⁾	25,509	25,365	25,210	24,295	25,093
Heavy Oil (bbls/d)	12,980	12,092	11,485	12,099	12,162
Total Oil (bbls/d)	38,489	37,457	36,695	36,395	37,255
NGL (bbls/d)	2,484	2,614	2,627	2,770	2,624
Natural Gas(Mcf/d)	102,570	93,014	93,628	96,079	96,315
Total Daily Production (BOE/d)	58,067	55,574	54,926	55,178	55,932

<i>Total Sales Production</i>	2008				
	Q1	Q2	Q3	Q4	Total
Light and Medium Oil (bbls) ⁽¹⁾	2,321,319	2,308,215	2,319,320	2,235,184	9,184,038
Heavy Oil (bbls)	1,181,180	1,100,372	1,056,620	1,113,120	4,451,292
Total Oil (bbls)	3,502,499	3,408,587	3,375,940	3,348,304	13,635,330
NGL (bbls)	226,029	237,859	241,670	254,826	960,384
Natural Gas (Mcf)	9,333,896	8,464,300	8,613,801	8,839,293	35,251,290
Total Production (BOE)	5,284,177	5,057,163	5,053,244	5,076,346	20,470,929

<i>Average Sales Prices Received</i>	2008				
	Q1	Q2	Q3	Q4	Total
Light & Medium oil (\$/bbl) ⁽¹⁾	86.54	109.26	110.70	52.37	89.72
Heavy Oil (\$/bbl)	69.04	96.79	99.21	42.44	77.22
Total Oil (\$/bbl)	80.64	105.24	107.10	49.29	85.64
Natural Gas (\$/Mcf)	8.28	10.86	8.44	6.95	8.60
NGL (\$/bbl)	78.04	88.87	88.17	47.47	75.16
Total BOE (\$/BOE)	71.41	93.29	90.15	46.99	75.39

<i>Royalties Paid</i>	2008				
	Q1	Q2	Q3	Q4	Total
Light & Medium Oil (\$000) ⁽¹⁾	33,392	40,637	39,987	19,206	133,222
Heavy Oil (\$000)	12,756	17,610	16,564	3,821	50,751
Natural gas & NGL's (\$000)	16,252	18,567	16,717	12,936	64,472
Total BOE (\$000)	62,400	76,814	73,268	35,963	248,445
Light & Medium Oil (\$/bbl) ⁽¹⁾	14.38	17.61	17.24	8.59	14.51
Heavy Oil (\$/bbl)	10.80	16.00	15.68	3.43	11.40
Natural gas & NGL's (\$/BOE)	9.12	11.26	9.97	7.49	9.43
Total BOE (\$/BOE)	11.81	15.19	14.50	7.08	12.14

<i>Operating Expenses⁽²⁾</i>	2008				
	Q1	Q2	Q3	Q4	Total
Light & Medium Oil (\$000) ⁽¹⁾	37,372	36,673	36,749	43,504	154,298
Heavy Oil (\$000)	14,920	16,445	16,819	20,258	68,442
Natural gas & NGL's (\$000)	20,031	19,974	19,746	18,399	78,150
Total BOE (\$000)	72,323	73,092	73,314	82,161	300,890
Light & Medium Oil (\$/bbl) ⁽¹⁾	16.10	15.89	15.84	19.46	16.80
Heavy Oil (\$/bbl)	12.63	14.94	15.92	18.20	15.38
Natural gas & NGL's (\$/BOE)	11.24	12.12	11.77	10.65	11.43
Total BOE (\$/BOE)	13.69	14.45	14.51	16.19	14.70

<i>Netback Received⁽²⁾</i>	2008				
	Q1	Q2	Q3	Q4	Total
Light & Medium Oil (\$/bbl) ⁽¹⁾	56.06	75.76	77.62	24.32	58.41
Heavy Oil (\$/bbl)	45.61	65.85	67.61	20.81	50.44
Natural gas & NGL's (\$/BOE)	32.92	45.20	34.31	24.41	34.05
Total BOE (\$/BOE)	45.91	63.65	61.14	23.72	48.55

Notes:

- (1) Medium oil production includes production from our Hay River property. The crude oil from this property has an average API of 24° (medium grade); however, it benefits from a heavy oil royalty regime and therefore, would be classified as heavy oil according to NI 51-101.
- (2) Before gains or losses on commodity derivatives.

Potential Acquisitions

Harvest continues to evaluate potential acquisitions of all types of petroleum and natural gas and other energy-related assets as part of its ongoing acquisition program. Harvest is normally in the process of evaluating several potential acquisitions at any one time which individually or together could be material. As of the date hereof, Harvest has not reached agreement on the price or terms of any potential material acquisitions and cannot predict whether any current or future opportunities will result in one or more acquisitions for Harvest.

Tax Horizon

In our structure, taxable income from the Operating Subsidiaries is transferred to the Trust on an annual basis and taxable income of the Trust is transferred to our Unitholders with the payment of distributions. The transfer of taxable income from the Operating Subsidiaries is primarily accomplished with the payment of the various net profits interests and the interest on the unsecured debt obligations owing to the Trust which are both deductible by the Operating Subsidiaries for income tax purposes. No material income taxes were paid by either the Trust or its subsidiaries in 2008. See "Risk Factors – Risks Related to Harvest's Structure - Re-assessment of Prior Years' Income Tax Returns."

Based on the current forward pricing for petroleum and natural gas as well as refined products, Harvest anticipates that there will be no income tax liability payable by either the Operating Subsidiaries or the Trust prior to 2013 even if Harvest were to convert to a corporation. If Harvest maintains its existing structure after 2010, its distributions will be taxed at rates of 25% in subsequent years. Harvest's future capital spending will further delay the tax horizon while a strengthening of commodity prices beyond that anticipated by the forward curve would result in tax pools being utilized earlier and the tax horizon accelerated. However, providing guidance on the timing of future cash income taxes is difficult in an industry with highly volatile commodity prices and significant fluctuations in the level of capital spending and distributions to Unitholders, all of which impact the tax horizon. See "Risk Factors – Risks Related to Harvest's Structure – Changes to the Tax Act."

Environment, Health and Safety Policies and Practices

Harvest has established internal environmental, health and safety guidelines and systems to ensure the health and safety of its employees, contractors and neighbouring residents and to ensure compliance with environmental laws, rules and regulations. These systems require Harvest to regularly conduct emergency response planning exercises to ensure its plans are effective. In 2008, Harvest undertook a complete update of its emergency response plan including the establishment of an emergency command center and corporate emergency response team. This team is well prepared for incidents as was demonstrated in our team's effective response to an oil spill at our Suffield area that garnered media attention.

Harvest's Upstream Manager of Environment, Health and Safety is responsible to monitor regulatory requirements and when required, implement appropriate compliance procedures and to cause our operations practices to be carried out in accordance with the applicable environmental requirements with adequate safety precautions. The manager of Environment, Health and Safety works closely with our Vice-President Operations to ensure company policies and practices are implemented and appropriate auditing is undertaken. The Reserves, Safety and Environmental Committee of Harvest Operations' Board of Directors quarterly reviews the results of these internal programs. Although the existence of these controls cannot guarantee total compliance with environmental laws, rules and regulations, Harvest believes that its operations are in material compliance with the applicable requirement.

In 2008, Harvest completed the installation of gas conservation projects in Hay River and its Lloydminster Heavy Oil Region which will significantly reduce both flaring and venting of gas in 2009. In Hay River there will be an estimated 60% reduction in flaring with an additional reduction expected by year end. In addition, Harvest

completed 55 well-site reclamations which were submitted for certification and has over 200 ongoing reclamation projects that will continue to reduce the environmental impact of our operations.

Impact of Volatility in Commodity Prices

Harvest's operational results and financial condition will be dependent on the prices received for petroleum and natural gas production. Petroleum and natural gas prices have fluctuated widely during recent years and are determined by supply and demand factors, including weather and general economic conditions. Any decline in petroleum and natural gas prices could have an adverse effect on Harvest's financial condition. Harvest mitigates such price risk through closely monitoring the various commodity markets and establishing commodity price risk management programs, as deemed necessary, to provide stability to its cash flows.

A summary of financial and physical contracts in respect of price risk management activities can be found in Note 20 to Harvest's consolidated financial statements for the year ended December 31, 2008 and under the heading "Cash Flow Risk Management" in Harvest's management discussion and analysis for the year ended December 31, 2008 both of which have been filed on SEDAR at www.sedar.com. Both Note 20 of Harvest's audited consolidated financial statements for the year ended December 31, 2008 and the "Risk Management, Financing and Other" discussion in Harvest's management discussion and analysis for the year ended December 31, 2008 are incorporated herein by this reference.

Industry Conditions

The petroleum and natural gas industry is subject to extensive controls and regulations governing its operations (including land tenure, exploration, development, production, refining, transportation and marketing) imposed by legislation enacted by various levels of government and with respect to pricing and taxation of petroleum and natural gas by agreements among the governments of Canada, Alberta, British Columbia and Saskatchewan, all of which should be carefully considered by investors in the petroleum and gas industry. It is not expected that any of these controls or regulations will affect Harvest's operations in a manner materially different than they would affect other petroleum and natural gas entities of similar size. All current legislation is a matter of public record and we are unable to predict what additional legislation or amendments may be enacted. Outlined below are some of the principal aspects of legislation, regulations and agreements governing the petroleum and natural gas industry.

Pricing and Marketing – Petroleum, Natural Gas and Associated Products

In the provinces of Alberta, British Columbia and Saskatchewan, petroleum, natural gas and associated products are generally sold at market index based prices. These indices are generated at various sales points depending on the commodity and are reflective of the current value of the commodity adjusted for quality and locational differentials. While these indices tend to track industry reference prices (i.e. West Texas Intermediate crude oil at Cushing, Oklahoma or natural gas at Henry Hub, Louisiana), some variances can occur due to specific supply-demand imbalances. These differentials can change on a monthly or daily basis depending on the supply-demand fundamental at each location as well as other non-related changes such as the value of the Canadian dollar and the cost of transporting the commodity to the pricing point of the particular index.

The producers of crude oil are entitled to negotiate sales contracts directly with purchasers, with the result that the market determines the price of crude oil. Crude oil prices are primarily based on worldwide supply and demand. The specific price depends in part on quality, prices of competing fuels, distance to market, the value of refined products, the supply/demand balance and other contractual terms. Crude oil exporters are also entitled to enter into export contracts with terms not exceeding one year in the case of light crude oil and two years in the case of heavy crude oil, provided that an order approving such export has been obtained from the National Energy Board of Canada (the "NEB"). Any crude oil export to be made pursuant to a contract of longer duration (to a maximum of 25 years) requires an exporter to obtain an export license from the NEB and the issuance of such license requires the approval of the Governor in Council.

The price of natural gas is determined by negotiation between buyers and sellers. Natural gas exported from Canada is subject to regulation by the NEB and the Government of Canada. Exporters are free to negotiate prices and other

terms with purchasers, provided that the export contracts must continue to meet certain other criteria prescribed by the NEB and the Government of Canada. Natural gas exports for a term of less than 2 years or for a term of 2 to 20 years (in quantities of not more than 30,000 m³/day) must be made pursuant to an NEB order. Any natural gas export to be made pursuant to a contract of longer duration (to a maximum of 25 years) or a larger quantity requires an exporter to obtain an export license from the NEB and the issuance of such license requires the approval of the Governor in Council.

The governments of Alberta, British Columbia and Saskatchewan also regulate the volume of natural gas that may be removed from those provinces for consumption elsewhere based on such factors as reserve availability, transportation arrangements and market considerations.

Pipeline Capacity

Although pipeline expansions are ongoing, pipeline capacity is an important consideration and may impact the oil and natural gas industry by limiting the ability to export oil and natural gas.

The North American Free Trade Agreement

The North American Free Trade Agreement ("NAFTA") among the governments of Canada, United States of America and Mexico became effective on January 1, 1994. NAFTA carries forward most of the material energy terms that are contained in the Canada-United States Free Trade Agreement. In the context of energy resources, Canada continues to remain free to determine whether exports of energy resources to the United States or Mexico will be allowed, provided that any export restrictions do not: (i) reduce the proportion of energy resources exported relative to domestic use (based upon the proportion prevailing in the most recent 36 month period or in such other representative period as the parties may agree); (ii) impose an export price higher than the domestic price subject to an exception with respect to certain measures which only restrict the volume of exports; and (iii) disrupt normal channels of supply. All three countries are prohibited from imposing minimum or maximum export or import price requirements provided, in the case of export-price requirements, prohibition in any circumstances in which any other form of quantitative restriction is prohibited, and in the case of import-price requirements, such requirements do not apply with respect to enforcement of countervailing and anti-dumping orders and undertakings.

NAFTA contemplates the reduction of Mexican restrictive trade practices in the energy sector and prohibits discriminatory border restrictions and export taxes. NAFTA also contemplates clearer disciplines on regulators to ensure fair implementation of any regulatory changes and to minimize disruption of contractual arrangements and avoid undue interference with pricing, marketing and distribution arrangements, which is important for Canadian natural gas exports.

Provincial Royalties and Incentives

In addition to federal regulation, each province has legislation and regulations which govern land tenure, royalties, production rates, environmental protection and other matters. The royalty regime is a significant factor in the profitability of crude oil, natural gas liquids, sulphur and natural gas production. Royalties payable on production from lands other than Crown lands are determined by negotiations between the mineral owner and the lessee, although production from such lands is also subject to certain provincial taxes and royalties. Crown royalties are determined by governmental regulation and are generally calculated as a percentage of the value of the gross production. The rate of royalties payable generally depends in part on prescribed reference prices, well productivity, geographical location, field discovery date, method of recovery and the type or quality of the petroleum product produced. Other royalties and royalty-like interests are from time to time carved out of the working interest owner's interest through non-public transactions. These are often referred to as overriding royalties, gross overriding royalties, net profits interests or net carried interests.

From time to time, the federal and provincial governments in Canada have established incentive programs which have included royalty rate reductions (including for specific wells), royalty holidays and tax credits for the purpose of encouraging oil and natural gas exploration or enhanced planning projects. However, the trend in recent years has been to eliminate these types of programs in favour of long term programs which enhance predictability for

producers. If applicable, oil and natural gas royalty holidays and reductions would reduce the amount of Crown royalties paid by oil and gas producers to the provincial governments.

In November 2003, the Tax Act was amended to replace the previously available resource allowance deduction with full deductibility of crown royalties. In addition, the percentage of Alberta Royalty Tax Credit required to be included in federal taxable income was changed from 0% to 12.5% in 2004, 17.5% in 2005, 32.5% in 2006, 50% in 2007, 60% in 2008, and will be 70% in 2009, 80% in 2010, 90% in 2011, and 100% in 2012 and beyond.

Alberta

On October 25, 2007, the Government of Alberta (the “Government”) released its New Royalty Framework (the “NRF”) which became effective on January 1, 2009. Conventional oil royalties will be set by a single sliding rate formula containing separate elements that account for oil price and well production, with new royalty rates ranging up to 50% (previously 35% and a vintage tier structure) and rates capped when oil prices reach \$120 Cdn per barrel (previously approximately \$30/barrel). Natural gas royalties will also be set by a single sliding rate formula, with royalty rates ranging from 5% to 50% (previously 5% to 35% and a vintage tier structure) and rates capped when natural gas prices reach \$17.75 Cdn per gigajoule (previously approximately \$3.70/GJ). Oil sands base royalty rate will start at 1%, and increase to a maximum of 9% when oil prices reach \$120 Cdn per barrel. Once the oil sands project has recovered specified allowed costs, the royalty rate will range from 25% to 40%. In addition, the Government has included a Deep Gas Well Drilling program, a Deep Exploratory Oil Well program and is maintaining the Enhanced Oil Recovery and Innovative Energy Technology incentive programs. Generally, under the NRF and in the current commodity price environment, Harvest anticipates that we will pay lower royalties on most of our wells as they will be considered to be low productivity wells which continue to attract favourable royalty treatment.

Effective November 19, 2008, the Government introduced a new program of transitional royalty rates on new natural gas or conventional oil wells drilled at depths between 1,000 and 3,500 metres until the end of 2013. Companies have the one-time option of selecting the transitional royalty rates or the rates under the NRF. All Alberta wells are required to move to the NRF beginning on January 1, 2014.

On March 3, 2009, the Government of Alberta announced a new three-point stimulus plan:

- Drilling royalty credit for new conventional oil and natural gas wells – effective for wells spud on or after April 1, 2009, this one-year program will provide a \$200 per-metre-drilled royalty credit, with the maximum credit determined on a sliding scale based on the individual company’s total Alberta-based 2008 Crown oil and gas production.
- Royalty rate cap for new conventional oil and natural gas wells – effective April 1, 2009, this program will provide a maximum 5% royalty rate for the first 12 months of production, to a maximum of 50,000 barrels of oil or 500 million cubic feet of natural gas per well, to all new wells that begin producing conventional oil or natural gas between April 1, 2009 and March 31, 2010.
- Abandonment and reclamation fund – the province will provide \$30 million to be invested by the Orphan Well Association to abandon and reclaim old well sites where there is no legally responsible or financially able party available.

Saskatchewan

In Saskatchewan, the amount payable as a Crown royalty or freehold production tax in respect of crude oil depends on the type, value, quantity produced in a month and vintage. Crude oil type classifications are “heavy oil”, “southwest designated oil” or “non-heavy oil other than southwest designated oil”. Vintage categories applicable to each of the three crude oil types are old, new, third tier and fourth tier. Crude oil rates are also price sensitive and vary between the base royalty rates of 5% for all fourth tier oil to 20% for old oil. Marginal royalty rates, applied to the portion of the price that is above the base price, are 30% for all fourth tier oil to 45% for old oil.

The royalty payable on natural gas is determined by a sliding scale based on a reference price, which is the greater of the amount obtained by the producer and a prescribed minimum price. As an incentive for the marketing of natural gas produced in association with oil, a lower royalty rate is assessed than the royalty payable on non-associated natural gas. The rates and vintage categories of natural gas are similar to oil.

On October 1, 2002, Saskatchewan introduced changes to royalty rates on associated natural gas, a modified system of incentive volumes and rates applicable to the initial production from oil wells and gas wells with a finished drilling date on or after October 1, 2002 and fourth tier royalty status.

On March 23, 2005, the Government of Saskatchewan passed legislation to subject trusts to their Corporation Capital Tax Resource Surcharge (the "**Resource Surcharge**") with an effective date of April 1, 2005. The Resource Surcharge is calculated based on the applicable oil and natural gas revenues earned in Saskatchewan at the following rates. Prior to this legislation, the Resource Surcharge did not apply to trusts earned oil and gas revenues in Saskatchewan.

Effective date	Rates on Wells Drilled	
	Prior to October 1, 2002	After October 1, 2002
April 1, 2005	3.60%	2.00%
July 1, 2006	3.30%	1.85%
July 1, 2007	3.10%	1.75%
July 1, 2008	3.00%	1.70%

British Columbia

Royalties in British Columbia follow a similar methodology to Alberta and Saskatchewan. The amount payable in respect of crude oil depends on the type, value, quantity produced in a month and vintage. Vintage categories are old, new and third tier. The royalty payable on natural gas is determined by a sliding scale based on a reference price, which is the greater of the amount obtained by the producer and a posted minimum price. As an incentive for the marketing of natural gas produced in association with oil, a lower royalty rate is assessed than the royalty payable on non-conservation gas.

In 2003, British Columbia announced changes to royalty rates for low productivity natural gas to enhance marginally economic resource plays, and royalty credits for deep gas exploration, summer drilling and infrastructure development.

Land Tenure

Crude oil and natural gas located in western Canada is owned predominantly by the respective provincial governments. Provincial governments grant rights to explore for and produce oil and natural gas pursuant to leases, licences and permits for varying terms from 2 years and on conditions set forth in provincial legislation including requirements to perform specific work or make payments. Oil and natural gas located in such provinces can also be privately owned and rights to explore for and produce such oil and natural gas are granted by lease on such terms and conditions as may be negotiated.

Environmental Regulation

The oil and natural gas industry is currently subject to environmental regulations pursuant to a variety of provincial and federal legislation. Such legislation provides for restrictions and prohibitions on the release or emission of various substances produced in association with certain oil and gas industry operations. In addition, such legislation requires that well and facility sites be abandoned and reclaimed to the satisfaction of provincial authorities. Compliance with such legislation can require significant expenditures and a breach of such requirements may result in suspension or revocation of necessary licenses and authorizations, civil liability for pollution damage, and the imposition of material fines and penalties.

Environmental legislation in the Province of Alberta has been consolidated into the Environmental Protection and Enhancement Act (Alberta) (the "**EPEA**"), which came into force on September 1, 1993, and the Oil and Gas Conservation Act (Alberta) (the "**OGCA**"). The EPEA and OGCA impose stricter environmental standards, require more stringent compliance, reporting and monitoring obligations, and significantly increased penalties. In 2006, the Alberta Government enacted regulations pursuant to the EPEA to specifically target sulphur oxide and nitrous oxide emissions from industrial operations including the oil and gas industry. In addition, the reduction emission guidelines outlined in the Climate Change and Emissions Management Amendment Act came into effect on July 1, 2007. Under this legislation, Alberta facilities emitting more than 100,000 tonnes of greenhouse gases a year must reduce their emissions intensity by 12%. Industries have three options to choose from in order to meet the reduction requirements outlined in this legislation, and these are: (i) by making improvement to operations that result in reductions; (ii) by purchasing emission credits from other sectors or facilities that have emissions below the 100,000 tonne threshold and are voluntarily reducing their emission; or (iii) by contributing to the Climate Change and Emissions Management Fund. Industries can either choose one of these options or a combination thereof. The Corporation will be committed to meeting its responsibilities to protect the environment wherever it operates and anticipates making increased expenditures of both a capital and an expense nature as a result of the increasingly stringent laws relating to the protection of the environment, and will be taking such steps as required to ensure compliance with the EPEA and similar legislation in other jurisdictions in which it operates. The Corporation believes that it is in material compliance with applicable environmental laws and regulations. The Corporation also believes that it is reasonably likely that the trend towards stricter standards in environmental legislation and regulation will continue.

In January 24, 2008, the Alberta Government announced a new climate change action plan that will cut Alberta's projected 400 million tonnes of emissions in half by 2050. This plan is based on three areas: (i) carbon capture and storage, which will be mandatory for in situ oil sand facilities that use heavy fuels for steam generation; (ii) energy conservation and efficiency; and (iii) greening production through increased investment in clean energy technology, including supporting research on new oil sands extraction processes, as well as the funding of projects that reduce the cost of separating carbon dioxide from other emissions supporting carbon capture and storage.

British Columbia's Environmental Assessment Act became effective June 30, 1995. This legislation rolls the previous processes for the review of major energy projects into a single environmental assessment process with public participation in the environmental review process. On February 27, 2007 the Government of British Columbia unveiled the Energy Plan outlining the Province's strategy towards the environment and which includes targeting for zero net greenhouse gas emissions, promoting new investments in innovation, and becoming the world's leader in sustainable environmental management. For this purpose, on December 18, 2007 proposals were sought for applications to the Innovative Clean Energy Fund, in order to attract new technologies that will help solve energy and environmental issues. With regards to the oil and gas industry the objective is to achieve clean energy through conservation and energy efficient practices, whilst competitiveness is advocated in order to attract investment for the development of the oil and gas sector. Among the changes to be implemented are: (i) a new Net Profit Royalty Program; (ii) the creation of a Petroleum Registry; (iii) the establishment of an infrastructure royalty program (combining roads and pipelines); (iv) the elimination of routine flaring at producing wells; (v) the creation of policies and measures for the reduction of emissions; (vi) the development of unconventional resources such as tight gas and coalbed gas; and (vii) the new Oil and Gas Technology Transfer Incentive Program that encourages the research, development and use of innovative technologies to increase recoveries from existing reserves and promotes responsible development of new oil and gas reserves. Furthering these initiatives, on February 19, 2008 the provincial Government announced that starting on July 1, 2008, provided the legislation is approved; a revenue-neutral carbon tax will be applied to all fossil fuels used in the Province. The tax would be phased in, and the initial rate would be based on CO₂e of \$10 per tonne for the first six months of 2009 and \$15 per tonne for the last six months of 2009, following \$5 per tonne increases on July of every year until 2012. Tax credits and reductions will be used in order to offset the tax revenues that the Government would receive otherwise.

In December, 2002, the Government of Canada ratified the Kyoto Protocol ("**Protocol**"). The Protocol calls for Canada to reduce its greenhouse gas emissions to 6% below 1990 "business-as-usual" levels between 2008 and 2012. Given revised estimates of Canada's normal emissions levels, this target translates into an approximately 40% gross reduction in Canada's current emissions. It is questionable, based on the Updated Action Plan announced by the federal government (see below), that the Kyoto target of 6% below 1990 emission levels will be enforced in Canada. Bill C-288, which is intended to ensure that Canada meets its global climate change obligations under the

Kyoto Protocol, was passed by the House of Commons on February 14, 2007. On April 26, 2007, the Federal Government released its Action Plan to Reduce Greenhouse Gases and Air Pollution (the "**Action Plan**") also known as ecoACTION which includes the regulatory framework for air emissions. This Action Plan covers not only large industry, but regulates the fuel efficiency of vehicles and the strengthening of energy standards for a number of energy using products.

The Government of Canada and the Province of Alberta released on January 31, 2008 the final report of the Canada-Alberta ecoENERGY Carbon Capture and Storage Task Force, which recommends among others: (i) incorporating carbon capture and storage into Canada's clean air regulations; (ii) allocating new funding into projects through competitive process; and targeting research to lower the cost of technology.

In order to strengthen the Action Plan, on March 10, 2008, the Government of Canada released "Turning the Corner – Taking Action to Fight Climate Change" (the "**Updated Action Plan**") which provides some additional guidance with respect to the Government's plan to reduce greenhouse gas emissions by 20% by 2020 and by 60% to 70% by 2050.

The Updated Action Plan is primarily directed towards industrial emissions from certain specified industries including the oil sands, oil and gas and refining. The Updated Action Plan is intended to create a carbon emissions trading market, including an offset system, to provide incentive to reduce greenhouse gas emission and establish a market price for carbon. There are mandatory reductions of 18% from the 2006 baseline starting in 2010 and an additional 2% in subsequent years for existing facilities. This target will be applied to regulated sectors on a facility-specific, sector-wide or corporate basis; in the case of oils sands production, petroleum refining, natural gas pipelines and upstream oil and gas the target will be considered facility-specific (sectors in which the facilities are complex and diverse, or where emissions are affected by factors beyond the control of the facility operator). Emissions from new facilities, which are those built between 2004 and 2011, will be based on a cleaner fuel standard to encourage continuous emissions intensity reductions over time, and will be granted a 3-year grace period during which no emissions intensity targets will apply. Targets will begin to apply on the fourth year of commercial operation and the baseline will be the third year's emissions intensity, with a 2% continuous annual emission intensity improvement required. The definition of new facility also includes greenfield facilities, major expansions constituting more than a 25% increase in a facility's physical capacity, as well as transformations to a facility that involve significant changes to its processes. For upstream oil and gas and natural gas pipelines, it will be applied using a sector-specific approach. For the oil sands, its application will be process-specific, oil sands plants built in 2012 and later, those which use heavier hydrocarbons, up-graders and in-situ production will have mandatory standards in 2018 that will be based on carbon capture and storage.

In the following regulated sectors, the Updated Action Plan will apply only to facilities exceeding a minimum annual emissions threshold: (i) 50,000 tonnes of carbon dioxide equivalent per year for natural gas pipelines; (ii) 3,000 tonnes of carbon dioxide equivalent per upstream oil and gas facilities; and (iii) 10,000 BOE/d/company. These proposed thresholds are significantly stricter than the current Alberta regulatory threshold of 100,000 tonnes of carbon dioxide equivalent per year per facility.

Four separate compliance mechanisms are provided in respect of the above targets: Technology Fund contributions, offset credits, clean development credits and credits for early action. The most significant of these compliance mechanisms, at least initially, will be the Technology Fund and for which regulated entities will be able to contribute in order to comply with emissions intensity reductions. The contribution rate will increase over time, beginning at \$15 per tonne for the 2010-12 period, rising to \$20 per tonne in 2013, and thereafter increasing at the nominal rate of GDP growth. Contribution limits will correspondingly decline from 70% in 2010 to 0% in 2018. Monies raised through contributions to the Technology Fund will be used to invest in technology to reduce greenhouse gas emissions. Alternatively, regulated entities may be able to receive credits for investing in large-scale and transformative projects at the same contribution rate and under similar requirements as mentioned above.

The offset system is intended to encourage emissions reductions from activities outside of the regulated sphere, allowing non-regulated entities to participate in and benefit from emissions reduction activities. In order to generate offset credits, project proponents must propose and receive approval for emissions reduction activities that will be verified before offset credits will be issued to the project proponent. Those credits can then be sold to regulated

entities for use in compliance or non-regulated purchasers that wish to either cancel the offset credits or bank them for future use or sale.

Under the Updated Action Plan, regulated entities will also be able to purchase credits created through the Clean Development Mechanism of the Kyoto Protocol. The purchase of such Emissions Reduction Credits will be restricted to 10% of each firm's regulatory obligation, with the added restriction that credits generated through forest sink projects will not be available for use in complying with the Canadian regulations.

Finally, a one-time credit of up to 15 Mt worth of emissions credits will be awarded to regulated entities for emissions reduction activities undertaken between 1992 and 2006. These credits will be both tradable and bankable.

Given the evolving nature of the debate related to climate change and the control of greenhouse gases and resulting requirements, it is not currently possible to predict either the nature of those requirements or the impact on the Corporation and its operations and financial condition at this time.

DOWNSTREAM BUSINESS

Harvest's downstream business operating under the North Atlantic trade name is comprised of a medium gravity sour crude oil hydrocracking refinery with a 115,000 bbls/d nameplate capacity and a marketing division with 64 gasoline outlets, a retail heating fuels business and a commercial and wholesale petroleum products business, all located in the Province of Newfoundland and Labrador. The daily sales volume of our retail marketing and wholesale division averages over 14,000 barrels, representing approximately 20% of the Newfoundland market.

Brief History

The construction of the Refinery commenced in 1971 with the crude oil distillation unit commissioned in late 1973 and most other process units started-up in 1974. The Refinery was shut down two years later as the owner filed for bankruptcy protection during the oil price shock. In 1980, Petro-Canada purchased the Refinery but did not operate it, and in late 1986, sold the Refinery to a private company. From 1986 through 1994, the new owner invested approximately \$132 million in the Refinery including the construction of a new hydrogen unit. On April 24, 1994, the Refinery experienced a fire at the vacuum tower and, as a consequence, the entire facility was again shut down as the owner was unable to finance the restoration of the Refinery.

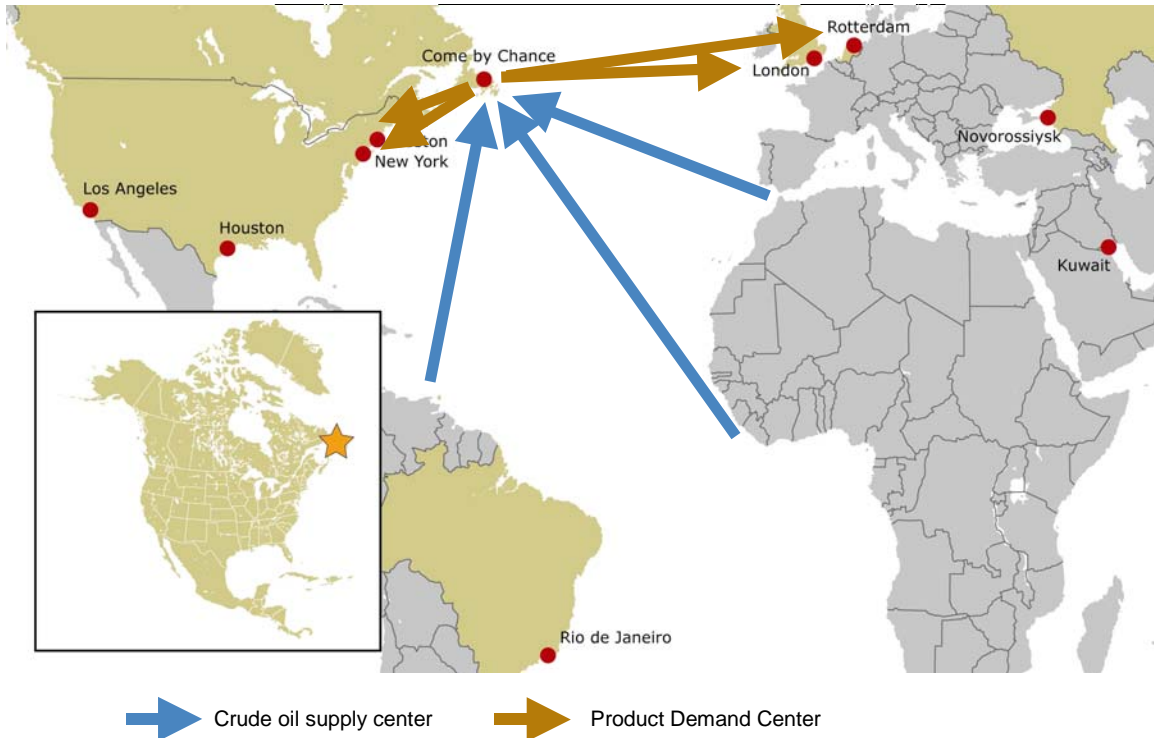
The Vitol Refining Group B.V. acquired the Refinery in August 1994 and commenced a major restoration and successfully commissioned the Refinery in late 1994. Since then, more than US\$400 million was invested to maintain, upgrade and expand the facility prior to our acquisition of the Refinery in late 2006. These investments significantly improved the Refinery's operating performance in terms of refinery throughput, reliability, saleable yield, product quality, safety and environmental performance. On October 19, 2006, Harvest acquired North Atlantic Refining Limited.

In 2008, the Refinery averaged 103,497 barrels per day, up 5% from 98,617 barrels per day in the prior year. Production in 2007 was impacted by a planned maintenance turnaround while operations in 2008 were somewhat tempered by efforts to optimize refining margins by minimizing the production of high sulphur fuel oil ("HSFO") early in the year and due to fouling of heat exchangers late in the year.

Overview of Refinery Operations

The Refinery's feedstocks are delivered by ship primarily from Iraq, Russia and Venezuela. The Refinery produces high quality gasoline, ultra low sulphur diesel, jet fuel and furnace oil, and high sulphur fuel oil ("HSFO"). Approximately 10% of our refined products are sold in the Province of Newfoundland and Labrador while approximately 90% are sold in the U.S. east coast markets, such as Boston and New York City, Europe or further abroad when economics warrant the increased shipping charges. The Refinery enjoys a significant transportation advantage as it operates a deep water docking facility and has approximately seven million barrels of tannage including six 575,000 barrel crude tanks enabling the receipt of crude oil transported on very large crude carriers which typically result in significantly lower per barrel transportation charges. Harvest's downstream assets include dock facilities for off-loading crude oil feedstock and for loading refined products. The dock facilities handle approximately 220 vessels each year with Harvest owning and operating two tugboats to assist with berthing and unberthing tankers.

The following map illustrates the refinery's proximity to the key Atlantic crude oil and product shipping lanes.



Distance from Come by Chance, Newfoundland, Canada to:	Sailing Days
Boston, U.S.	3
New York, U.S.	3
London, U.K.	7
Rotterdam, Netherlands	7
Houston, U.S.	8
Novorossiysk, Russia	14
Rio de Janeiro, Brazil	14
Los Angeles, U.S.	18
Kuwait City, Kuwait	24

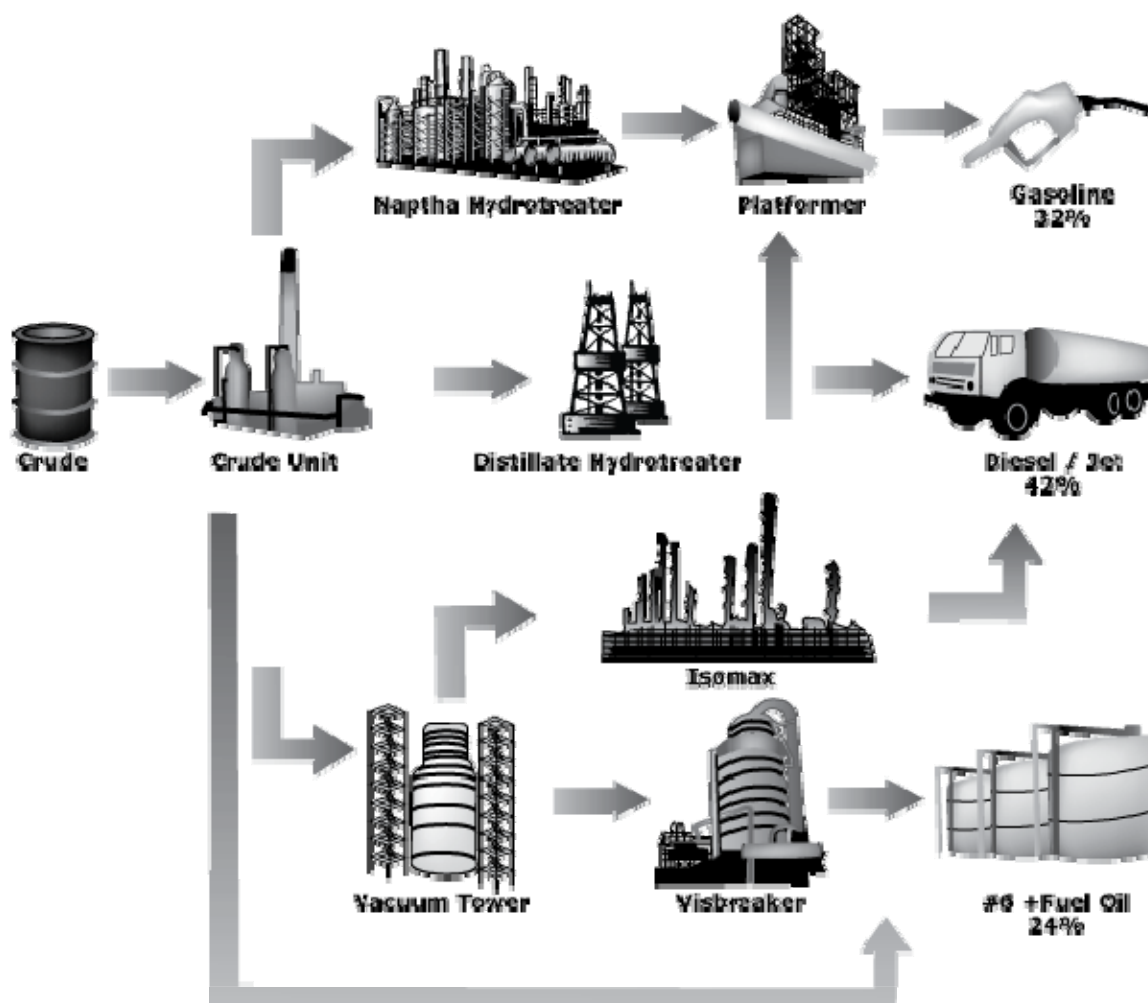
Refinery Feedstock

Crude oil and other feedstocks are delivered to the Refinery via vessels capable of carrying over 2 million barrels of crude oil. Normally, there are approximately 20 days of crude oil feedstock in tankage at the Refinery to mitigate the effects of any supply disruptions. Over the past three years, the origin of the feedstock has been as follows:

	2008 (Mbbbls)	2007 (Mbbbls)	2006 (Mbbbls)
Iraqi	21,218	23,230	25,535
Venezuelan	7,102	5,180	4,258
Russian	5,973	3,367	1,148
Other	3,586	4,218	3,667
Total Feedstock	37,879	35,995	34,608
As % of nameplate capacity	90%	86%	82%

Refinery Processing

The following is a schematic of the primary process flow of the Refinery.



Refined Products

Over the past three years, the Refinery has produced the following refined products:

	2008 (Mbbls)	2007 (Mbbls)	2006 (Mbbls)
Gasoline products	12,068	11,515	11,434
Distillate products	15,668	14,406	14,270
High sulphur fuel oil ("HSFO")	9,952	9,843	9,633
Total Products	37,688	35,764	35,337
Total Liquid Yield (as a % of feedstock)	100%	99%	102%

Operations Reliability

Improving the reliability of the Refinery has been a major focus with significant capital expenditures and a change in maintenance philosophy. Our maintenance philosophy has evolved to one that emphasizes long term solutions to reliability issues through the conduct of rigorous analyses regarding the root cause of reliability issues. Of particular note, we have developed an advanced Equipment Integrity Program whereby remaining equipment life calculations are utilized to determine equipment turnaround schedules and ensuring that equipment is repaired or replaced before failure occurs.

Supply and Offtake Agreement

Concurrent with its acquisition of North Atlantic in 2006, Harvest entered into the SOA with Vitol Refining S.A. (“**Vitol**”). The SOA provides that the ownership of substantially all crude oil and other feedstocks and refined product inventory at the Refinery be retained by Vitol and that Vitol be granted the right and obligation to provide crude oil feedstock and other feedstocks for delivery to the Refinery as well as the right and obligation to purchase all refined products produced by the Refinery. The SOA also provides that Vitol will receive a time value of money amount (the “**TVM**”) reflecting the cost of financing the crude oil and other feedstocks and sale of refined products as the SOA requires that Vitol retain ownership of the crude oil and other feedstocks until delivered through the inlet flange to the Refinery as well as immediately take title to the refined products as they are delivered by the Refinery through the inlet flange to designated storage tanks. Further, the SOA provides Harvest with the opportunity to share the incremental profits and losses resulting from the sale of products beyond the U.S. east coast markets.

Pursuant to the SOA, we, in consultation with Vitol, request a certain slate of crude oil and other feedstocks and Vitol is be obligated to provide the feedstocks in accordance with the request. The SOA includes a feedstock transfer pricing formula that aggregates the pricing formula for the feedstocks purchased as correlated to published future contract settlement prices, the cost of transportation from the source of supply to the Refinery and the settlement cost or proceeds for related operational price risk management contracts plus a fee of US\$0.08 per barrel. The purpose of the operational price risk management contracts is to convert the fixed price of crude oil feedstock purchases to floating prices for the period from the purchase date through to the date the refined products are sold to Harvest to allow “matching” of crude oil feedstock purchases to refined product sales thereby mitigating the gross margin risk between the time crude oil feedstocks are purchased and the sale of the refined products.

The SOA requires that Vitol purchase and lift all refined products produced by the Refinery, except for certain excluded refined products to be marketed by North Atlantic in the local Newfoundland market and effective January 20, 2008, all of our HSFO, and provides a product purchase pricing formula that aggregates a deemed price based on the current Boston and New York City markets less the deemed costs of transportation, insurance, port fees, inspection charges and similar costs deemed to be incurred by Vitol, plus the TVM component. The TVM component reflects an effective interest rate of 350 basis points over the London Inter Bank Offer Rate (“**LIBOR**”).

The SOA may be terminated by either party at any time by providing notice of termination no later than six months prior to the desired termination date or if the Refinery is sold in an arms length transaction, upon 30 days notice prior to the desired termination date. Further, the SOA may be terminated upon the continuation for more than 180 days of a delay in performance due to force majeure but prior to the recommencing of performance. Upon termination of the entire agreement or the right and obligation to provide feedstocks, Harvest will be required to purchase the related feedstocks and refined product inventory, respectively, at the prevailing market prices.

Vitol is an indirect wholly-owned subsidiary of the Vitol Refining Group B.V. (“**Vitol Group**”), a privately owned worldwide marketer of crude oil providing oil trading and marketing services to upstream producers through to downstream retailers of petroleum products. In 2005, the Vitol Group handled over US\$80 billion of crude oil, fuel oil, gasoline and related products. With headquarters in Rotterdam, the Netherlands and Geneva, Switzerland, the Vitol Group has trading entities in Houston, London, Bahrain and Singapore which provide 24 hour coverage of all the world's oil markets. In the crude oil sector, the Vitol Group has developed a worldwide reputation as a reliable business partner. In addition, the Vitol Group is one of the largest independent gasoline traders in the world.

Marketing Division

Our marketing division (the "**Marketing Division**") is headquartered in St. John's, Newfoundland and is comprised of five business segments: retail gasoline, retail heating fuels, commercial, wholesale and bunkers. Since 2001, in the Province of Newfoundland and Labrador, the sales price of residential home heating fuels and automotive gasoline and diesel fuel sold for consumption within the Province of Newfoundland and Labrador is subject to regulation under the *Petroleum Product Act* (Newfoundland), administered by the Public Utilities Board. Under this act, the Pricing Commissioner has the authority to set the maximum wholesale and retail prices that a wholesaler and a retailer may charge and to determine the minimum and maximum mark-up between the wholesale price to the retailer and the retail price to the consumer in the Province of Newfoundland and Labrador. The wholesale and retail prices of petroleum products is adjusted monthly based on the New York Harbour benchmark price for these products, however, the prices may be adjusted more frequently when circumstances warrant.

Retail Gasoline Business

Our retail gasoline business operates 61 retail gasoline stations and 3 commercial cardlock locations with 38 locations branded as "North Atlantic" and 15 locations branded as "Home Town" (a secondary brand for small market areas) with the remaining 11 locations unbranded. Most locations include a convenience store which is independently operated. In 2008, the volume of gasoline and diesel sold at these retail locations represented a market share of approximately 20% of the Newfoundland market. The major competitors in the Newfoundland market are Irving Oil, Imperial Oil and Ultramar.

Retail Heating Fuels Business

Our retail heating fuels business delivers furnace oil and propane to approximately 20,000 residential heating and commercial customers throughout Newfoundland with about 90% of the demand for furnace oil, 9% for propane and 1% for kerosene. North Atlantic is a full service residential heating supplier providing a furnace parts maintenance replacement program, emergency burner service and heating system installations from five "Home Heating" stores. North Atlantic's installation and emergency burner service is provided by independent contractors, as is its bulk hauling.

Commercial Business

North Atlantic delivers distillates, jet fuel, propane and No. 6 fuel oil to commercial heating, marine, aviation, trucking and construction industries from seven storage terminals.

Wholesale Business

North Atlantic provides distillates, jet fuel and propane to a number of wholesale customers from both its wharf and truck rack facilities.

Bunker Business

North Atlantic sells bunkers to crude oil and refined product vessels at its wharf facilities.

Overview of Management Structure

Effective in November 2007, Brad Aldrich was appointed Harvest's Chief Operating Officer, Downstream. Mr. Aldrich is a senior executive with extensive management experience in petroleum refining and marketing, supply and trading, price risk management, transportation and distribution, and production planning. He has over 27 years of industry experience, including direct responsibility for Clark Refining (an independent petroleum refining and petrochemicals organization) and 12 years of increasing responsibilities with Conoco in their downstream operations. Most recently, Mr. Aldrich held the position of Vice President of Production with Yukos Oil Company, a Russian petroleum company, where he led operations at 11 plants and managed its multi-billion dollar refinery modernization program.

Under Mr. Aldrich's leadership, our downstream operations are managed by senior level managers in the following functional areas:

- Production and Maintenance;
- Planning, Economics and Engineering Services;
- Marketing;
- Supply and Logistics;
- Finance and Controls; and
- Human Resources.

Employees and Labour Relations

Our downstream operations have approximately 519 full-time employees of which 67% are unionized and approximately 48 part-time employees of which 69% are unionized and represented by the United Steel Workers of America in four collective bargaining agreements. North Atlantic has had a history of good relations with its union which is evidenced by the lack of any work stoppage at the Refinery. These collective agreements have a three year term ending December 2010. See "*Risk Factors*".

We maintain a number of employee benefit programs for our employees including basic life insurance and accidental death and dismemberment insurance, extended healthcare and dental coverage, as well as a defined benefit and defined contribution pension plans and we provide certain post retirement health care benefits which cover substantially all employees and their surviving spouses. At December 31, 2008, the pension plan and other benefit plan obligations exceeded the pension plan and other benefit plan funding by approximately \$10.8 million. For additional information, refer to Note 19 in our audited consolidated financial statements for the year ended December 31, 2008 filed on SEDAR at www.sedar.com.

Environment, Health and Safety Policies and Practices

Our downstream business has an active and comprehensive Integrated Management System to promote the integration of safety, health and environmental awareness into our refinery and related businesses. The Refinery is continuing to benefit from previous Workplace Health, Safety and Compensation Commission audits and claims history with workers' compensation assessment rates reduced again for the seventh consecutive year. In 2008, the Refinery was in compliance with Provincial Air Quality and Federal Effluent Regulations.

Industry Conditions

The petroleum refining industry is subject to extensive controls and regulations governing its operations (including marine transportation, product specifications, refining emissions and market pricing) imposed by legislation enacted by various levels of government all of which should be carefully considered by investors. It is not expected that any of these controls or regulations will affect our downstream operations in a manner materially different than they would affect other petroleum refining entities of similar size. All current legislation is a matter of public record and we are unable to predict what additional legislation or amendments may be enacted.

An oil refinery is a manufacturing facility that uses crude oil and other feedstocks as a raw material and produces a variety of refined products. The actual mix of refined products from a particular refinery varies according to the refinery's processing units, the specific refining process utilized and the nature of the feedstocks. The refinery processing units generally perform one of three functions: the different types of hydrocarbons in crude oil are separated, the separated hydrocarbons are converted into more desirable or higher value products, or chemicals treat the products to remove unwanted elements and components such as sulphur, nitrogen and metals. Refined products are typically differing grades of gasoline, diesel fuel, jet fuel, furnace oil and heavier fuel oil.

Refining is primarily a margin based business in which the feedstocks and the refined products are commodities. Both crude oil and refined products in each regional market react to a different set of supply/demand and transportation pressures and refiners must balance a number of competing factors in deciding what type of crude oil

to process, what kind of equipment to invest in and what range of products to manufacture. As most refinery operating costs are relatively fixed, the goal is to maximize the yield of high value refined products and to minimize crude oil feedstock costs. The value and yield of refined products are a function of the refinery equipment and the characteristics of the crude oil feedstock while the cost of feedstock depends on the type of crude oil. The refining industry depends on its ability to earn an acceptable rate of return in its marketplace where prices are set by international as well as local markets.

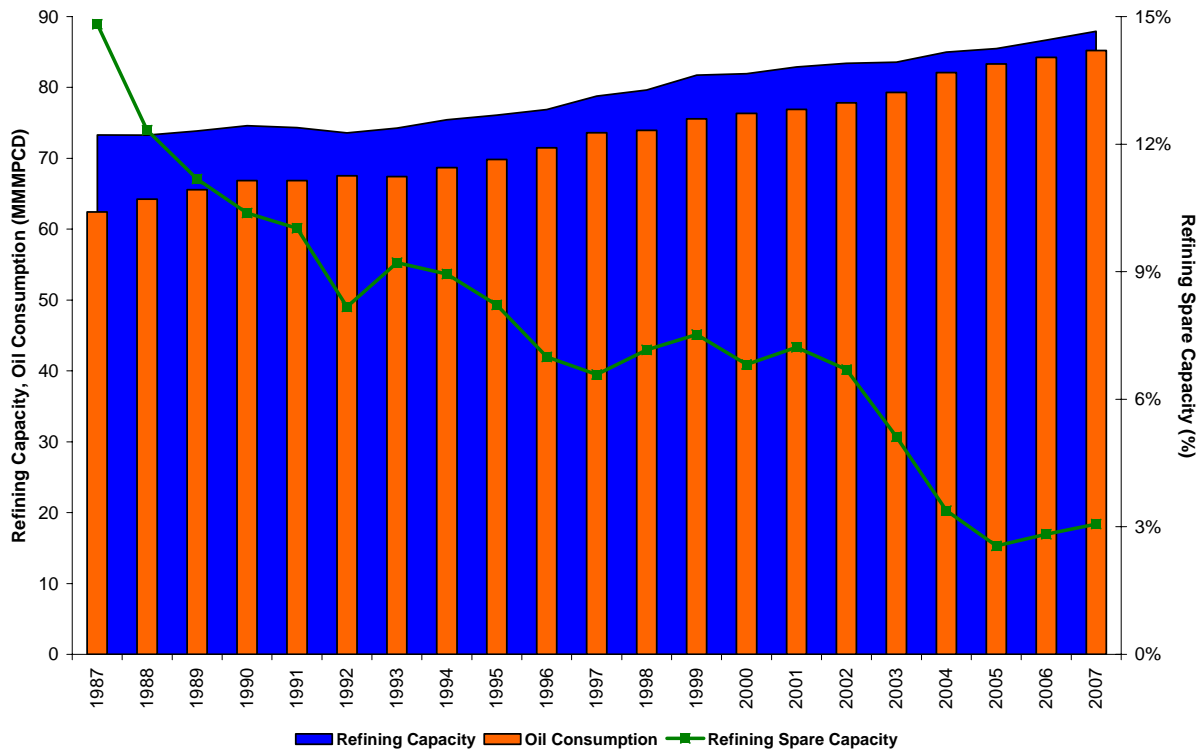
Demand for refined oil products has significantly increased in recent years due to the industrialization of countries such as China, India and Brazil. Demand for gasoline and diesel continues to rise due to rising transportation usage. In the United States, while demand for gasoline continues to be strong, the diesel demand continues to strengthen and in Europe, diesel demand continues to outgrow its production capability. Over the long term, refining margins and crude oil prices are typically correlated as both are driven by the demand for refined petroleum products.

Until recently, global investment in refining capacity has been restrained as weak refining margins have not supported investment in either capacity increases at existing refineries or the construction of new refineries. From the early 1980's through the early 1990's, global refining capacity fell as uneconomic refineries were shut down in the face of low margins. Since then, global refining capacity has grown, predominantly through capacity creep, but at a pace insufficient to keep up with the growth in global demand for refined products. Given the lead-time required to engineer and construct new refining facilities and resistance to refineries being built in many areas, it is expected that the global refined product market should be strong for several years.

In addition to the global tightening of the refined product supply/demand balance, global crude oil supply has become heavier and higher in sulphur content. The incremental production from most OPEC countries and many other export producers has tended to be sour crude, containing more sulphur, while incremental crude oil production from Canada, Venezuela and Mexico has been both heavy and sour. Because global refining capacity is largely configured to process the higher gravity and lower sulphur crude oil, lower gravity and more-sour crude oil has increasingly been sold at a discount to the lighter and sweeter crude oil. At the same time, refiners have turned to lighter and sweeter crude oil as feedstocks to meet the lower sulphur fuel specifications in North America and Europe resulting in a greater discount for sour crude oil. Notwithstanding the widening quality differentials, the higher prices paid for all crude oil has accelerated the development of heavier gravity and higher sulphur crude oil production. As a result, quality differentials are expected to remain wide providing a significant economic benefit for those refiners able to process lower quality crude oil into higher value refined products.

As presented in the following graph, moderate creep in refinery capacity has not kept pace with the demand for crude oil resulting in the spare refining capacity tightening from over 15% in 1987 to 3% in 2007.

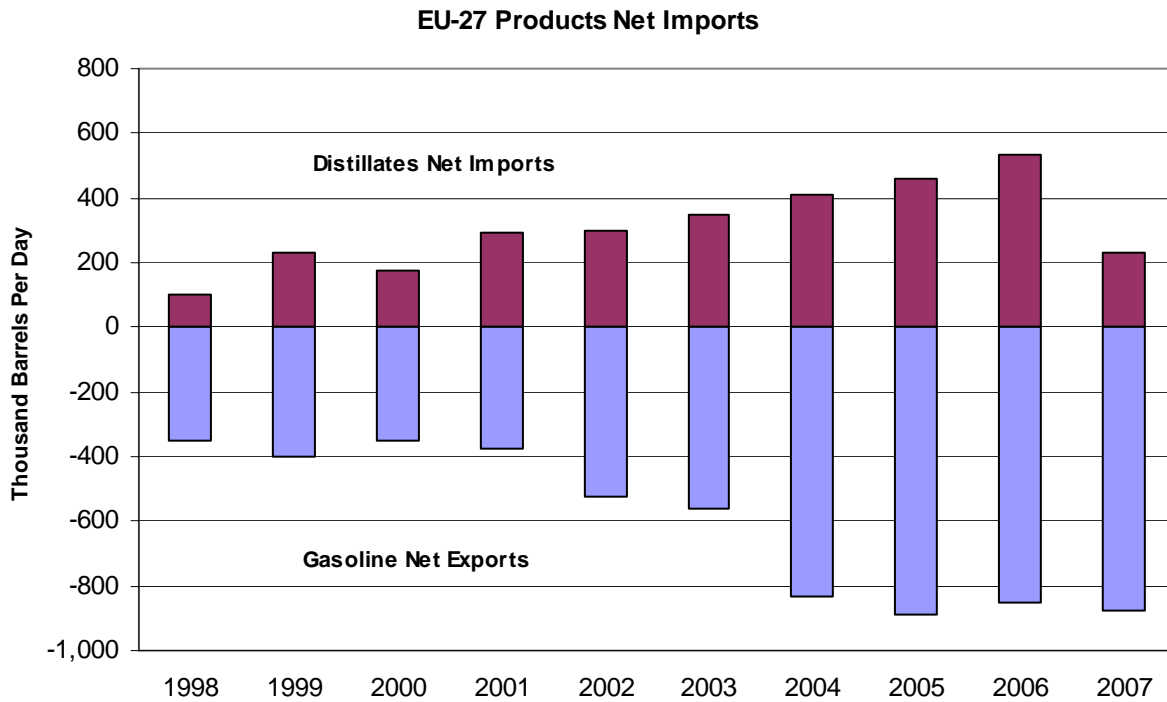
Global Refining Capacity and Crude Demand



Source: Energy Information Administration

The U.S. imports approximately 2.5 million bbl/d of refined products, representing approximately 12% of its total refined product demand. With the recent strength in refined product margins, the U.S. refiners have begun to more aggressively increase capacity, and by 2010, capacity growth is expected to approximately equal to demand growth thereby maintaining a refining supply-demand balance deficiency of approximately 2.5 million bbl/d which will likely be met by the importing of refined products. However, anticipating that refining capacity in most major supply sources appear fully committed, US refining margins will need to remain strong to attract imports from more distant locations.

Relative to the U.S. import of refined products, the European refined product markets over the past ten years have been characterized as an ever increasing import of distillates, primarily low sulphur diesel, and an increase in the export of gasoline products. Typically, the North American motor fuels market is dominated by gasoline and to a lesser extent diesel, whereas the European motor fuels market is predominately diesel fuel.



Source: Energy Information Administration

RISK FACTORS

Both Harvest's upstream operations and its downstream operations are conducted in the same business environment as most other operators in the respective businesses. However, the Harvest Energy Trust structure is significantly different than that of a traditional corporation with share capital and there are certain unique business risks of Harvest's structure. We have segregated Harvest's business risks into those generally applicable to upstream operators as well as downstream operators and those applicable to royalty trusts as well as those risks particular to Unitholders resident in the United States and other non-residents of Canada.

The following is a summary of certain risk factors and is qualified in its entirety by reference to, and must be read in conjunction with, the detailed information appearing elsewhere in this Annual Information Form.

Risks Related to Harvest's Upstream Operations

Volatility of Commodity Prices and Foreign Exchange Risk

The Trust's cash flow from its upstream operations is dependent on its NPI and the Direct Royalties which are dependent on the prices received from the sale of petroleum, natural gas and natural gas liquids production. Prices for petroleum, natural gas and natural gas liquids have fluctuated widely during recent years and are determined by supply and demand factors, including weather and general economic conditions as well as conditions in other oil producing regions, which are beyond the control of Harvest Operations or the Trust. Oil prices received from production in Canada also reflect changes in the Canadian/U.S. currency exchange rate. A decline in petroleum and/or natural gas prices or an increase in the Canadian/US currency exchange rate could have a material adverse effect on the Trust's cash from operating activities, financial condition and the cash available for distribution to Unitholders as well as funds available for the development of its Operating Subsidiaries petroleum and natural gas reserves. From time to time, Harvest Operations may manage the risk of changes in commodity prices and currency exchange rates by entering into commodity price risk management contracts and/or currency exchange contracts.

To the extent that Harvest Operations or the Trust engage in risk management activities related to commodity prices and currency exchange rates, it will be subject to counterparty risk.

Crude Oil Differentials

At the end of 2008, Harvest's production was approximately 53% light and medium gravity crude oil, 19% heavy oil and 28% natural gas. Processing and refining heavy oil is more expensive than processing and refining light oil and accordingly, producers of heavy oil receive lower prices for their production. The differential between light oil and heavy oil has fluctuated widely during recent years and when compounded with the fluctuations in the benchmark prices for light oil, the result is a substantial increase in the volatility of heavy oil prices. An increase in the heavy oil differential usually results in Harvest receiving lower prices for its heavy oil and could have a material adverse effect on the Trust's cash from operating activities, financial condition and the cash available for distribution to Unitholders as well as funds available for the further development of its oil and natural gas reserves. The heavy oil price differential is normally the result of the seasonal supply and demand for heavy oil, pipeline constraints and heavy oil processing capacity of refineries, all of which are beyond the control of Harvest Operations.

Operational Matters

The operation of oil and natural gas wells involves a number of operating and natural hazards which may result in blowouts, environmental damage and other unexpected and/or dangerous conditions resulting in damage to Harvest Operation's assets and potentially assets of third parties. Harvest Operations employs prudent risk management practices and maintains liability insurance in amounts consistent with industry standards. In addition, business interruption insurance has been purchased for selected facilities. The Trust's Operating Subsidiaries may become liable for damages arising from such events against which it cannot insure or which it may elect not to insure. Costs incurred to repair such damage or pay such liabilities will reduce the Trust's cash flow from its NPI.

Continuing production from a property and to a certain extent, the marketing of production there from, are largely dependent upon the capabilities of the operator of the property. To the extent the operator fails to perform its duties properly, production may be reduced and proceeds from the sale of production from properties operated by third parties may be negatively impacted. Although Harvest Operations operates the majority of its Properties, there is no guarantee that it will remain operator of such Properties or that it will operate other Properties that may be acquired.

A significant portion of Harvest's operating expenses are electrical power costs. Since deregulation of the electrical power system in Alberta, electrical power prices have been set by the market based on supply and demand and recently, electrical power prices in Alberta have been volatile. Generally, this volatility has resulted in higher electrical power prices which negatively impact Harvest's operating expenses, and in turn, the Trust's cash from operating activities and cash available for distribution to Unitholders. To mitigate its exposure to the volatility in electrical power prices, Harvest Operations may enter into fixed priced forward purchase contracts for a portion of its electrical power consumption in Alberta. In respect of its operations in Saskatchewan, the Saskatchewan power system is regulated and as such, electrical power costs are not subject to significant volatility. However, there can be no certainty that the Saskatchewan power system will not deregulate in the future.

Although satisfactory title reviews will generally be conducted on the Properties in accordance with industry standards, such reviews do not guarantee or certify that a defect in title may not arise to defeat the claim of an Operating Subsidiary to certain Properties. A reduction of cash flow from a NPI or income from Direct Royalties payable to the Trust could result from such circumstances.

Harvest's ability to market petroleum and natural gas from its wells also depends upon numerous other factors beyond its control, including:

- The availability of capacity to refine heavy oil;
- The availability of natural gas processing capacity;
- The availability of pipeline capacity;
- The availability of diluent to blend with heavy oil to enable pipeline transportation;
- The price of oilfield services;

- The accessibility of remote areas to drill and subsequently service wells and facilities; and,
- The effects of inclement weather;

Because of these factors, Harvest may be unable to market all of the petroleum or natural gas it is capable of producing or to obtain favourable prices for the petroleum and natural gas it produces.

Reserve Estimates

The reserve and recovery information contained in Harvest's Reserve Report are complex estimates and the actual production and ultimate reserves recovered from the Properties may differ from the estimates prepared by the Independent Reserve Engineering Evaluators.

The Reserve Value of the Properties as estimated by Independent Reserve Engineering Evaluators is based in part on cash flows to be generated in future years as a result of future capital expenditures. The Reserve Value of the Properties as estimated by the Independent Reserve Engineering Evaluators will be reduced to the extent that such capital expenditures on the Properties do not achieve the level of success assumed in such engineering reports.

Depletion of Reserves (Sustainability)

The Trust's cash from operating activities and cash available for distribution to Unitholders, absent commodity price increases or cost effective acquisition and development activities, will decline over time in a manner consistent with declining production from typical oil, natural gas and natural gas liquids reserves. Harvest will not be reinvesting to the same extent as other industry participants as it makes cash distributions to its Unitholders. Accordingly, absent additional capital investment from other sources, production levels and reserves attributable to the Properties will decline.

The Operating Subsidiaries' future oil and natural gas reserves and production, and therefore their cash flows, will be highly dependent on their success in exploiting their resource base and acquiring additional reserves. Without reserve additions through acquisition or development activities, the Operating Subsidiaries' reserves and production will decline over time as reserves are produced. There can be no assurance that the Operating Subsidiaries will be successful in developing or acquiring additional reserves on terms that meet the Operating Subsidiaries' investment objectives.

Failure to Realize an Adequate Rate of Return on Prices Paid for Properties

The prices paid for acquisitions were based, in part, on engineering and economic assessments made by independent engineers. These assessments include a number of material assumptions regarding such factors as recoverability and marketability of crude oil, natural gas and natural gas liquids, future prices of oil, natural gas and natural gas liquids and operating costs, future capital expenditures and royalties and other government levies which will be imposed over the producing life of the reserves. Many of these factors are subject to change and are beyond the control of Harvest. In particular, changes in the prices of and markets for petroleum and natural gas from those anticipated at the time of making acquisitions will affect the value of the Trust Units. In addition, all engineering assessments involve a measure of geological and engineering uncertainty which could result in lower production and reserves than those currently attributed to the Properties.

Changes in Legislation

There can be no assurance that income and capital tax laws, government incentive programs and regulations relating to the petroleum and natural gas industry, such as environmental and operating regulations, will not be changed in a manner which adversely affects Harvest.

Environmental Concerns

The petroleum and natural gas industry is subject to environmental regulation pursuant to local, provincial and federal legislation. A breach of such legislation may result in the imposition of fines on the Operating Subsidiaries

or the issuance of clean up orders on the Properties. Such legislation may be changed to impose higher standards and potentially more costly obligations on Harvest. Additionally, the potential impact of Canada's ratification of the Kyoto Protocol on Harvest's business and cash from operating activities and cash available for distribution to Unitholders with respect to instituting reductions of greenhouse gases is difficult to quantify at this time. See "Other Upstream Business Information – Environment, Health and Safety Policies and Practices" and "Other Upstream Business Information – Industry Conditions".

Competition

There is strong competition relating to all aspects of the petroleum and natural gas industry. The Operating Subsidiaries and/or the Trust actively compete for capital, skilled personnel, undeveloped land, acquisitions, access to drilling rigs, service rigs and other equipment, access to processing facilities and pipeline and refining capacity, and in all other aspects of its operations with a substantial number of other petroleum and natural gas organizations, many of which may have greater technical and financial resources than the Operating Subsidiaries and/or the Trust, individually or combined. Some of those organizations not only explore for, develop and produce oil and natural gas but also carry on refining operations and market petroleum and other products on a world-wide basis and as such have greater and more diverse resources on which to draw.

Potential Conflicts of Interest

Circumstances may arise where members of the Board of Directors or officers of Harvest Operations are directors or officers of corporations which are in competition to the interests of Harvest. No assurances can be given that opportunities identified by such board members or officers will be provided to the Operating Subsidiaries and/or the Trust. See "Conflicts of Interest".

Risks Related to Harvest's Downstream Operations

Investment in North Atlantic

Harvest's investment in North Atlantic is in the form of interest bearing notes and interests in various partnerships and trusts, and accordingly, Harvest is dependent upon the ability of North Atlantic to pay its interest obligations under the notes and distributions from the various partnerships. North Atlantic's ability to pay interest and distributions is entirely dependent on its operations and assets which will be impacted by risks typical of refinery and marketing operations.

Volatility of Commodity Prices

Our downstream earnings and cash flows from refining and wholesale and retail marketing operations are dependent on a number of factors including fixed and variable expenses (including the cost of crude oil and other feedstocks) and the price at which we are able to sell refined products. In recent years, the market prices for crude oil and refined products have fluctuated substantially. These prices depend on a number of factors beyond Harvest's control, including the demand for crude oil and other refined products, which are subject to, among other things:

- Changes in the global demand for crude oil and refined products;
- The level of foreign and domestic production of crude oil and refined products;
- Threatened or actual terrorist incidents, acts of war, and other worldwide political conditions in both crude oil producing and refined product consuming regions;
- The availability of crude oil and refined products and the infrastructure to transport crude oil and refined products;
- Supply and operational disruptions including accidents, weather conditions, hurricanes or other natural disasters;
- Government regulations including changes in fuel specifications required by environmental and other laws;
- Local factors including market conditions and the operations of other refineries in the markets in which we compete; and
- The development and marketing of competitive alternative fuels.

Generally, fluctuations in the price of gasoline and other refined products are correlated with fluctuations in the price of crude oil, however, the prices for crude oil and prices for refined products can fluctuate in different directions as a result of worldwide market conditions. Further, the timing of the relative movement in prices as well as the magnitude of the change could significantly influence refining margins as could price changes occurring during the period between purchasing crude oil feedstock and selling refined products manufactured from the feedstock. Harvest does not produce crude oil that can be economically transported to our refinery and must purchase all of its crude oil feedstock at prices that fluctuate with worldwide market conditions and this could significantly impact our earnings and cash flow. We also purchase refined products from third parties for sale to our customers and price changes during the period between purchasing and selling these products could also have a material adverse effect on our business and results of operations, as well as Harvest's financial condition and cash from operating activities.

We purchase approximately 250,000 megawatt hours of electrical power from Newfoundland and Labrador Hydro, a provincial crown corporation. A substantial proportion of Newfoundland and Labrador Hydro's electricity is generated by hydroelectric power, a relatively inexpensive source compared to fossil fuel generators. Our refinery's cost of electrical power has remained relatively constant averaging \$0.041 per kilowatt hour in 2005 as compared to \$0.039 in 2008. Electricity prices have been and will continue to be affected by supply and demand for service in both local and regional markets and continued price increases could also have a material adverse effect on our business and results of operations, as well as Harvest's financial condition and the cash from operating activities.

Fluctuations in the Canada-United States Exchange Rates

The prices for crude oil and refined products are generally based on market prices in U.S. dollars while our downstream operating costs and capital expenditures are primarily in Canadian dollars. Fluctuations in the exchange rates between the U.S. and Canadian dollar result in a currency exchange rate exposure. Although this currency exchange rate exposure may be hedged, there can be no assurance that a currency exchange rate risk management program will be sufficient to effectively cover all of our exposure.

Disruptions in the Supply of Crude Oil and Delivery of Refined Products

Our refinery receives all of its crude oil feedstock and delivers approximately 90% of its refined products via water borne vessels including very large crude carriers capable of handling over 2 million barrels of crude oil. In addition to environmental risks of handling such vessels discussed below, we could experience a disruption in the supply of crude oil because of accidents, governmental regulation or third party actions. A prolonged disruption in the availability of vessels to deliver crude oil to the Refinery and/or to deliver refined products to market would have an adverse material effect on our business and results of operations, as well as Harvest's financial condition and cash from operating activities.

Since our acquisition of North Atlantic, over 75% of our crude oil feedstock has been from sources in Iraq. We do not maintain supply commitments with any of our crude oil producers. To the extent that crude oil producers, particularly in Iraq, reduce the volume of crude oil produced as a result of declining production or competition or otherwise, our business, financial condition and results of operations may be adversely affected to the extent that we are not able to find a substantial amount and similar type of crude oil. Further, we have no control over the level of development in the fields that currently produce the crude oil we process at our refinery nor the amount of reserves underlying such fields, the rate at which production will decline or the production decisions of the producers which are affected by, among other things, prevailing and projected crude oil prices, demand for crude oil, geological considerations, government regulation and the availability and cost of capital.

We are relying on the creditworthiness of Vitol Refining S.A. for our purchase of crude oil feedstock pursuant to the Supply and Offtake Agreement and rely on the creditworthiness of Harvest to enter into price risk management contracts to reduce exposure to adverse fluctuations in the prices of crude oil and refined products. Accordingly, should the creditworthiness of Vitol Refining S.A. and/or Harvest deteriorate, crude oil producers and suppliers as well as financial counterparties may change their view on contracting with us for the supply of crude oil and/or price risk management contracts, respectively, and induce them to shorten the payment terms or require additional credit support, such as letters of credit. Due to the large dollar amount of credit associated with the volume of crude oil purchases and long-term price risk management contracts, any imposition of more burdensome payment terms may

have a material adverse effect on our financial liquidity which could hinder our ability to purchase sufficient quantities of crude oil to operate the Refinery at full capacity. In addition, if the price of crude oil increases significantly, the credit requirements to purchase enough crude oil to operate the Refinery at full capacity will also increase. A failure to operate the Refinery at full capacity could have an adverse material effect on our business and results of operations, as well as Harvest's financial condition and cash from operating activities.

Operational Risks

The Refinery is a single integrated and interdependent facility which could experience a major accident, be damaged by severe weather or other natural disaster, or otherwise be forced to shut down. A shutdown of one part of the Refinery could significantly impact the production of refined products and may reduce, and even eliminate, our cash flow. Any one or more of the Refinery's processing units may require a planned turnaround or encounter unexpected downtime for maintenance or repair and the time required to complete the work may take longer than anticipated. There are no assurances that the Refinery will produce refined products in the quantities or at the cost anticipated, or that it will not cease production entirely in certain circumstances which could have a material adverse effect on our business and results of operations, as well as Harvest's financial condition and cash from operating activities.

Our refining operations, including the transportation of and storage of crude oil and refined products, are subject to hazards and inherent risks typical of similar operations such as fires, natural disasters, explosions, spills and mechanical failure of its equipment or third-party facilities, any of which can result in personal injury claims as well as damage to our properties and the properties of others. While we carry property, casualty and business interruption insurance, we do not maintain insurance coverage against all potential losses, and could suffer losses for uninsurable or uninsured risks or in amounts in excess of existing insurance coverage. The occurrence of an event that is not fully covered by insurance could have a material adverse effect on our business and results of operations, as well as Harvest's financial condition and cash from operating activities. Currently, we have the opportunity and intend to consider opportunities to grow our business through the reconfiguration and enhancement of our refinery assets with the suite of expansion or de-bottlenecking projects. However, if unanticipated costs occur or our revenues decrease as a result of lower refining margins, operating difficulties or other matters, there may not be sufficient capital to enable us to fund all required capital and operating expenses. There can be no assurance that cash generated by our operations or funding available from debt financings will be available to meet our capital and operating requirements.

The operation of refineries and related storage tanks is inherently subject to spills, discharges or other releases of petroleum or hazardous substances. If any of these events had previously occurred or occurs in the future in connection with any of our storage tanks, or in connection with any facilities to which we send wastes or by-products for treatment or disposal, other than events for which we are indemnified, we could be liable for all costs and penalties associated with their remediation under federal, provincial and local environmental laws or common law, and could be liable for property damage to third parties caused by contamination from releases and spills. The penalties and clean-up costs that we may have to pay for releases or spills, or the amounts that we may have to pay to third parties for damage to their property, could be significant and the payment of these amounts could have a material adverse effect on our business and results of operations, as well as Harvest's financial condition and cash from operating activities.

We operate in environmentally sensitive coastal waters where tanker operations are closely regulated by federal, provincial and local agencies and monitored by environmental interest groups. Transportation of crude oil and refined products over water involves inherent risk and subjects us to the provisions of Canadian federal laws and the laws of the Province of Newfoundland and Labrador. Among other things, these laws require us to demonstrate our capacity to respond to a "worst case discharge" to a maximum 10,000 metric tonne oil spill. Our marine division manages vessel traffic to the Refinery and works with regulatory authorities on measures to prevent and mitigate the risk of oil spills and other marine related matters. The marine division has two tugboats to assist in berthing and unberthing tankers at our dock with one tugboat equipped with fire fighting capability. The tugboat operations have a safety management system certified under the International Safety Management Code and are also certified under the International Ship and Port Security Code. In addition, we have contracted with the Eastern Canada Response Corporation to supplement our resources. However, there may be accidents involving tankers transporting crude oil

or refined products, and response services may not respond in a manner to adequately contain a discharge and we may be subject to a significant liability in connection with a discharge.

We have in the past operated service stations with underground storage tanks in the Province of Newfoundland and Labrador, and currently operate 13 retail service stations and 2 cardlock locations with underground storage tanks. We are required to comply with provincial regulations governing such storage tanks in the Province of Newfoundland and Labrador and compliance with these requirements can be costly. The operation of underground storage tanks also poses certain other risks, including damages associated with soil and groundwater contamination. Leaks from underground storage tanks which may occur at one or more of our service stations, or which may have occurred at previously operated service stations, may impact soil or groundwater and could result in fines or civil liability. While we maintain insurance in respect of such risks, there are no assurances that such insurance will be adequate to fully compensate for any liability we may incur if such risks were to occur.

Aviation Fuel Risks

We produce aviation fuels which involves inherent risks and subjects us to the provisions of Canadian Federal laws. Our product quality assurance programs are extensive; however, these procedures may not be sufficient to detect and prevent contaminants from entering into our aviation fuels which could result in aircraft engines being damaged and/or aircraft crashes. While we maintain insurance in respect of such risks, there are no assurances that such insurance will be adequate to fully compensate for any liability we may incur if such risks were to occur.

Environmental, Health and Safety Risks

Our operations and properties are subject to extensive federal, provincial and local environmental and health and safety regulations governing, among other things, the generation, storage, handling, use and transportation of petroleum and hazardous substances, the emission and discharge of materials into the environment, waste management and characteristics and composition of gasoline and diesel fuels. If we fail to comply with these regulations, we may be subject to administrative, civil and criminal proceedings by governmental authorities as well as civil proceedings by environmental groups and other entities and individuals. A failure to comply, and any related proceedings, including lawsuits, could result in significant costs and liabilities, penalties, judgments against us or governmental or court orders that could alter, limit or stop our operations.

Consistent with the experience of other Canadian refineries, environmental laws and regulations have raised operating costs and required significant capital investments at our refinery. We believe that our refinery is substantially compliant with existing laws and regulatory requirements. However, potentially material expenditures could be required in the future for our refinery to comply with evolving environmental, health and safety laws, regulations or requirements that may be adopted or imposed in the future.

In addition, new environmental laws and regulations, new interpretations of existing laws and regulations, increased governmental enforcement or other developments could require us to make additional unanticipated expenditures. Many of these laws and regulations are becoming increasingly stringent, and the cost of compliance with these requirements can be expected to increase over time. Harvest is not able to predict the impact of new or changed laws or regulations or changes in the ways that such laws or regulations are administered, interpreted or enforced. The requirements to be met, as well as the technology and length of time available to meet those requirements, continue to develop and change. To the extent that the costs associated with meeting any of these requirements are substantial and not adequately provided for, there could be a material adverse effect on our business and results of operations as well as Harvest's financial condition and cash from operating activities.

We are presently subject to litigation and investigations with respect to the use of MTBE and the delivery of contaminated sulphur (see "Legal Proceedings") and although indemnified by the previous owner, there is no assurance that such indemnity will be sufficient to offset our costs and liabilities. We may become involved in further litigation or other proceedings, or may be held responsible in any existing or future litigation or proceedings, the costs of which could be material.

Management Risks

Our future performance depends to a significant degree upon the continued contributions of our senior management team and key technical and operations employees. The loss of one or more members of our downstream senior management team or a number of key technical and operations employees could result in a disruption to our downstream operations. In addition, we face competition for these key individuals from competitors, customers and other companies operating in the refining industry and to the extent that we lose members of our senior management team or key technical and operations employees for any reason, we will be required to hire other personnel to manage and operate our downstream operations and we may not be able to locate or employ such qualified personnel on acceptable terms. As a result, the operating history of North Atlantic which has resulted in revenue and profitability may not be indicative of our future downstream operations, prospects and viability.

Employee Relations

We have approximately 519 full-time employees and 48 part-time employees in our downstream operations of which approximately 67% and 69%, respectively, are represented by the United Steel Workers of America pursuant to collective bargaining agreements. Although we have been able to negotiate a new three year contract in late 2007, we may not be able to renegotiate future collective agreements on satisfactory terms, or at all, which may result in an increase in operating costs. In addition, the existing collective agreements may not prevent a strike or work stoppage in the future, and any such work stoppage could have a material adverse effect on our downstream business and results of operations as well as Harvest's financial condition and cash from operating activities.

Competition

We compete with a broad range of refining and marketing companies, including multinational oil companies. Because of their geographic diversity, larger and more complex refineries and greater resources, some of our competitors may be better able to better withstand volatile market conditions, to compete on the basis of price, to obtain crude oil in times of shortage and to bear the economic risks inherent in all phases of the refining industry than we are able to withstand.

Terrorist Attacks, Threats of Attacks or Acts of War

Our downstream business is affected by general economic conditions as well as fluctuations in consumer confidence and spending which can decline as a result of numerous factors outside of its control, such as terrorist attacks, threatened terrorist attacks or acts of war. Terrorist attacks, as well as events occurring in response to or in connection with them, including future terrorist attacks against Canadian or U.S. targets, rumours or threats of war, actual conflicts involving the military of Canada, the United States or their allies could cause trade disruptions impacting crude oil producers or refined products customers or energy markets generally, and may adversely impact our downstream business and results of operations as well as Harvest's financial condition and cash from operating activities.

Since the terrorist attacks of September 11, 2001, the Government of the United States of America has issued public warnings that energy-related assets (which could include our refinery) may be at greater risk of future terrorist attacks than other targets in Canada or the United States. Such occurrences could significantly impact energy prices, including prices for crude oil and refined products, which could have a material adverse effect on our downstream business and results of operations as well as Harvest's financial condition and cash from operating activities.

Risks Related to Harvest's Structure

Debt Service

As of March 24, 2009, Harvest has indebtedness of approximately \$1.2 billion under its Extendible Revolving Credit Facility. In addition, letters of credit have been issued to third parties totalling approximately \$1.3 million on behalf of Harvest Operations to secure services, primarily electric power, for its upstream operations. Harvest Operations has also issued US\$250 million of 7^{7/8}% Senior Notes due October 15, 2011 on which semi-annual

interest payments are required. The Operating Subsidiaries have provided the lenders under its Extendible Revolving Credit Facility with security over all of Harvest's assets. If Harvest commits an event of default or the lenders demand repayment, the lenders may foreclose on and/or sell Harvest's assets free from, or together with, the NPI encumbrance.

Certain payments by the Operating Subsidiaries and the Trust's cash distributions to Unitholders are prohibited upon an event of default or demand for repayment under the Extendible Revolving Credit Facility. Any indebtedness of the Operating Subsidiaries to the Trust pursuant to the NPI and amounts payable to the Unitholders under the Trust Indenture are subordinate to payments required pursuant to the Extendible Revolving Credit Facility pursuant to subordination agreements between the Lenders, the Trust, and the Operating Subsidiaries. These subordination agreements may restrict the ability of the Operating Subsidiaries to pay amounts owing under the NPI to the Trust or pay interest or principal on any indebtedness owing to the Trust or other amounts owing to the Trust, and therefore may limit or eliminate the Trust's cash available for distribution to Unitholders.

Harvest must meet certain ongoing financial and other covenants under the Extendible Revolving Credit Facility. The covenants are customary restrictions on the Operating Subsidiaries' operations and activities, including restrictions on the incurring of indebtedness, the granting of security, the issuance of incremental debt and the sale of assets. Harvest is also subject to certain covenants under the note indenture respecting the 7^{7/8}% Senior Notes, including limitations on the ability of Harvest to issue secured debt and to pay cash distributions to Unitholders.

Debt Repayment

Harvest is permitted to borrow funds to finance the purchase of assets, incur capital expenditures, repay other obligations and for working capital purposes. Borrowings of the Operating Subsidiaries may be repaid with funds received from the Trust. Debt service costs of the Operating Subsidiaries are deducted in computing income from the NPI payments and debt service costs of the Trust reduce the Trust's cash available for distribution to Unitholders. Variations in interest rates could result in significant changes in the amount required to be applied to debt service before payment of the NPI obligations and result in less cash available for distribution to Unitholders.

Interest and principal payable pursuant to the 7^{7/8}% Senior Notes are payable in U.S. dollars. Harvest is permitted to borrow funds under its Extendible Revolving Credit Facility in U.S. dollars and would be required to settle interest and principal amounts in the same currency. Variations in the Canadian/U.S. currency exchange rate could result in a significant increase in the amount of the interest and principal payments under the Extendible Revolving Credit Facility and the 7^{7/8}% Senior Notes, thereby reducing the Trust's cash available for distribution to Unitholders.

Access to External Capital Resources

The current global economic conditions, including disruptions in the international credit markets and other financial systems, the deterioration of global economic conditions, and the significant volatility in commodity prices resulting from the uncertainties over the supply and demand for commodities due to the current state of the global economy, have made it difficult to raise equity and debt on economically favourable terms. To the extent that external capital, including debt financing from banks or other creditors, becomes limited, unavailable or available on less economic terms, Harvest's ability to fund the necessary capital investments to maintain or expand its petroleum and/or natural gas reserves as well as de-bottleneck its refinery operations will be impaired. To the extent Harvest is required to use additional cash from operating activities to fund capital expenditures or property acquisitions, the level of cash available to pay distributions to Unitholders may be reduced.

Variability of Cash Distributions

The Operating Subsidiaries may retain a portion of their cash flows from the Properties to facilitate the development of the Properties. Harvest believes this will assist in maintaining distributions over a longer period than would otherwise be the case if all cash flows from the Properties were paid to the Trust and subsequently distributed to the Unitholders. Future cash flows from such Properties may not be sufficient to fully recover the development costs and may not generate sufficient cash flows to allow the Operating Subsidiaries to maintain their NPI payments to the Trust resulting in a reduction in the Trust's cash available for distribution to Unitholders over the longer term.

Nature of Trust Units

Securities such as the Trust Units are hybrids in that they share certain attributes common to both equity securities and debt instruments. Trust Units are dissimilar to debt instruments in that there is no principal amount owing to Unitholders. The Trust Units do not represent a traditional investment in the petroleum and natural gas sector and should not be viewed by investors as shares in Harvest Operations or any of the Operating Subsidiaries. The Trust Units represent a fractional interest in the Trust. As holders of Trust Units, Unitholders will not have the statutory rights normally associated with ownership of shares of a corporation including, for example, the right to bring "oppression" or "derivative" actions. In addition, trusts are not defined as recognized entities within the definitions of legislation such as the *Bankruptcy and Insolvency Act (Canada)*, the *Companies Creditors Arrangement Act (Canada)* and in some cases, the *Winding Up and Restructuring Act (Canada)*. As a result, in the event of an insolvency or restructuring, a Unitholder's position as such may be quite different than that of a shareholder of a corporation.

The Trust's sole assets will be Permitted Investments, the NPI, the Direct Royalties and related contractual rights. The market price per Trust Unit will be a function of anticipated cash distribution to Unitholders, the value of the Properties acquired by Harvest and the Operating Subsidiaries' ability to affect the long-term cash flows from the Properties. The market price of the Trust Units will be sensitive to a variety of market conditions including, but not limited to, interest rates and the ability of the Trust to acquire suitable petroleum and natural gas properties. Changes in market conditions may adversely affect the trading price of the Trust Units.

Unitholder Limited Liability

The Trust Indenture provides that no Unitholder, in its capacity as such, shall incur or be subject to any liability in contract or in tort in connection with the Trust Fund or the obligations or affairs of the Trust or with respect to any act performed by the Trustee or by any other person pursuant to the Trust Indenture or with respect to any act or omission of the Trustee or any other person in the performance or exercise, or purported performance or exercise, of any obligation, power, discretion or authority conferred upon the Trustee or such other person hereunder or with respect to any transaction entered into by the Trustee or by any other person pursuant to the Trust Indenture. No Unitholder shall be liable to indemnify the Trustee or any such other person with respect to any such liability or liabilities incurred by the Trustee or by any such other person or persons or with respect to any taxes payable by the Trust or by the Trustee or by any other person on behalf of or in connection with the Trust. Notwithstanding the foregoing, to the extent that any Unitholders are found by a court of competent jurisdiction to be subject to any such liability, such liability shall be enforceable only against, and shall be satisfied only out of, the Trust Fund, and the Trust (to the extent of the Trust Fund) is liable to, and shall indemnify and save harmless any Unitholder against any costs, damages, liabilities, expenses, charges or losses suffered by any Unitholder from or arising as a result of such Unitholder not having any such limited liability.

The Trust Indenture also provides that all contracts signed by or on behalf of the Trust, whether by Harvest Operations, the Trustee, or otherwise, must (except as the Trustee or Harvest Operations may otherwise expressly agree with respect to their own personal liability) contain a provision to the effect that such obligation will not be binding upon Unitholders personally. Notwithstanding the terms of the Trust Indenture, Unitholders may not be protected from liabilities of the Trust to the same extent a shareholder is protected from the liabilities of a corporation. Personal liability may also arise in respect of claims against the Trust (to the extent that claims are not satisfied by the Trust) that do not arise under contracts, including claims in tort, claims for taxes and possibly certain other statutory liabilities.

The activities of the Trust and Operating Subsidiaries are conducted and are intended to be conducted, upon the advice of counsel, in such a way and in such jurisdictions as to avoid as far as possible any material risk of liability to the Unitholders for claims against the Trust including by obtaining appropriate insurance, where available, for the operations of the Operating Subsidiaries and having contracts signed by or on behalf of the Trust include a provision that such obligations are not binding upon Unitholders personally.

The provinces of Alberta and Ontario have passed legislation providing unitholders of mutual fund trusts the same limited liability protections afforded to shareholders of corporations.

Investment Eligibility

If the Trust ceases to qualify as a "mutual fund trust" for purposes of the Tax Act, the Trust Units will cease to be qualified investments for registered retirement savings plans ("RRSPs"), registered retirement income funds ("RRIFs"), deferred profit sharing plans ("DPSPs") and registered education savings plans ("RESPs") (collectively, "Exempt Plans"). Where at the end of any month an Exempt Plan holds Trust Units that are not qualified investments, the Exempt Plan must, in respect of that month, pay a tax under Part XI.1 of the Tax Act equal to 1% of the fair market value of the Trust Units at the time such Trust Units were acquired by the Exempt Plan. In addition, where a trust governed by an RRSP holds Trust Units that are not qualified investments, the trust will become taxable on its income attributable to the Trust Units or any gains realized on a disposition of the Trust Units while they are not qualified investments.

Additional Financing

To the extent that external sources of capital, including the issuance of additional Trust Units, becomes limited or unavailable, the Trust's and the Operating Subsidiaries' ability to make the necessary capital investments to maintain or expand its petroleum and natural gas reserves will be impaired. To the extent the Trust or the Operating Subsidiaries are required to use cash flow to finance capital expenditures or property acquisitions, the cash available for distribution to Unitholders will be reduced.

Dilution

The Trust Indenture provides that Trust Units, including rights, warrants and other securities to purchase, to convert into or to exchange into Trust Units, may be created, issued, sold and delivered on such terms and conditions and at such times as the Board of Directors of Harvest Operations may determine. In addition, the Trust may issue additional Trust Units from time to time pursuant to the Trust Unit Rights Incentive Plan, Unit Award Incentive Plan and DRIP Plan as well as elect to settle the maturity of its Convertible Debentures. The possible issuance of these Trust Units could result in dilution to holders of Trust Units.

Reliance on Management of Harvest Operations

Unitholders will be dependent on the management of Harvest Operations in respect of the administration and management of all matters relating to the Properties, the NPI, the Direct Royalties, the Operating Subsidiaries, the Trust, and the Trust Units. Investors who are not willing to rely on the management of Harvest Operations should not invest in the Trust Units.

Return of Capital

Trust Units will have no value when reserves from the underlying assets of the Trust can no longer be economically produced and, as a result, cash distributions do not represent a "yield" in the traditional sense as they represent both return of capital and return on investment.

Net Asset Value

The net asset value of the Trust will vary dependent upon a number of factors beyond the control of management, including oil and natural gas prices as well as refining margins. The trading prices of the Trust Units is also determined by a number of factors which are beyond the control of management and such trading prices may be greater than or less than the net asset value of the Trust.

Changes to The Tax Act (Canada)

Income tax laws, such as the treatment of mutual fund trusts as well as the taxation of the Trust's distributions to Unitholders, may be changed or interpreted in a manner that adversely affects the Trust and its Unitholders.

On June 22, 2007, the Government of Canada enacted legislation to apply a tax at the mutual fund trust level on distributions of certain income from publicly traded mutual fund trusts at rates of tax comparable to the combined federal and provincial corporate income tax rates in Canada and to treat such distributions as dividends to the unitholders. This legislation effectively implements the Government's plans to apply a tax to public mutual fund trusts commencing January 1, 2011. Management of Harvest believes that this tax legislation has reduced the value of its Trust Units and may also increase the cost of raising additional capital in the public markets. In addition, management of Harvest believes that these new tax measures have substantially eliminated any competitive advantage the Canadian energy trusts may have enjoyed in raising capital relative to their corporate peers.

Potential Conversion to a Corporation or Other Form of Entity

In light of the income tax legislative changes on June 22, 2007, Harvest continues to consider re-organizing its affairs in a manner that would minimize taxes and other expenses payable with respect to the operation of the Trust and the Operating Subsidiaries. Currently, the management of Harvest is hesitant to make structural changes unless clear opportunities exist as prior to January 1, 2011, the present structure has value to its Unitholders.

Although at this time Harvest believes that its conversion to a corporation may be completed without creating a taxable event for Unitholders for either Canadian or United States federal income tax purposes, no assurances can be given that such a conversion will not give rise to an income tax liability.

Re-assessment of Prior Years' Income Tax Returns

From time to time, the Trust may take steps to organize its affairs in a manner that minimizes taxes and other expenses payable with respect to the operation of the Trust and the Operating Subsidiaries and maximizes the amount of cash available for distributions to Unitholders. If the manner in which the Trust structures its affairs is successfully challenged by taxation or other authorities, the amount of cash available for distribution to Unitholders may be affected.

In January 2009, the Canada Revenue Agency (the "CRA") issued a Notice of Reassessment to the Trust in respect of its 2002 through 2004 taxation years claiming past taxes, interest and penalties totalling \$6.2 million. The CRA has adjusted the Trust's taxable income to include the net profits interest revenue to an accrual basis whereas the Trust's income tax filings have been prepared on a cash basis. In 2005, the Trust's income tax return was also prepared on a cash basis with no taxes payable and if prepared on an accrual basis of reporting consistent with the 2002 through 2004 taxation years as reassessed by the CRA, there would be taxes, interest and penalties owing of approximately \$40 million. Although the management of Harvest and our legal tax advisors believe the reassessments by the CRA are not proper, there can be no assurances given that the Trust will not be required to pay approximately \$46.2 million of taxes, interest and penalties which would reduce the amount of cash available for distribution to Unitholders.

Adoption of International Financial Reporting Standards

Effective January 1, 2011, Harvest will be required to adopt the International Financial Reporting Standards ("IFRS") which may result in materially different reported financial results and may require amendments to its credit agreements to reflect the changes in accounting principles. As of the date of this AIF, Harvest has not yet determined its accounting policies under IFRS and is unable to quantify the impact IFRS will have on its financial statements. Prior to January 1, 2011, Harvest will continue to report its financial results in accordance with Canadian generally accepted accounting principles.

Risks Particular to Unitholders Resident in the United States and Other Non-Resident Unitholders

Unitholders Resident in the United States May be Subject to Passive Foreign Investment Company Rules

The Trust may be a passive foreign investment company for United States federal income tax purposes. To date, Harvest has not received advice that the Trust should not be considered a passive foreign investment company for the 2008 taxable year or previous taxable years. If the Trust were classified as a passive foreign investment

company, Unitholders resident in the United States (other than most tax-exempt investors) would be subject to adverse tax rules. Under these adverse tax rules, Unitholders resident in the United States generally would be required to allocate any gain or excess distributions, which include any annual distributions other than in the first year the Unitholder held the Trust Units, that is greater than 125% of the average annual distributions received by that Unitholder in the three preceding taxable years or, if shorter, that Unitholder's holding period for Trust Units. The amount allocated to the current taxable year and any year prior to the first year in which Harvest was a passive foreign investment company would be taxed as ordinary income in the current year. The amount allocated to each of the other taxable years would be subject to tax at the highest rate of tax in effect for the applicable class of taxpayer for that year, and an interest charge for the deemed deferral benefit would be imposed with respect to the resulting tax attributable to each of the other taxable years. Holders will not be able to make a "qualifying electing fund" election or, with respect to the Trust's Operating Subsidiaries that were considered to be passive foreign investment companies, a "mark-to-market" election to protect themselves from these adverse consequences if Harvest were ultimately determined to be a passive foreign investment company. Unitholders resident in the United States are strongly urged to consult their own tax advisors regarding the United States federal income tax consequences of Harvest's possible classification as a passive foreign investment company and the consequences of such classification.

Unitholders Resident in the United States and Other Non-Resident Unitholders may be subject to Additional Taxations

The Tax Act and the tax treaties between Canada and other countries may impose additional withholding and other taxes on the cash distributions or other property paid by the Trust to Unitholders who are not residents of Canada and these taxes may change from time to time.

The Ability of Unitholders Resident in the United States and Other Non-Resident Unitholders to Enforce Civil Remedies May be Limited

The Trust is a trust organized under the laws of Alberta, Canada and Harvest's principal place of business is in Canada. The directors and officers of Harvest Operations are residents of Canada and most of the experts who provide services to Harvest are resident of Canada and all or a substantial portion of their assets and Harvest's assets are located within Canada. As a result, it may be difficult for investors in the United States or other non-Canadian jurisdictions (a "**Foreign Jurisdiction**") to effect service of process within such Foreign Jurisdiction upon such directors, officers and representatives of experts who are not residents of the Foreign Jurisdiction or to enforce against them judgements of courts of the applicable Foreign Jurisdiction based upon civil liability under the securities laws of such Foreign Jurisdiction, including United States federal securities laws or the securities laws of any state within the United States. In particular, there is doubt as to the enforceability in Canada against Harvest or any of its directors, officers or representative of experts who are not residents of the United States, in original actions or in actions for enforcement of judgement of United States courts of liabilities based solely upon the United States federal securities laws or the securities laws of any state within the United States.

DISTRIBUTIONS TO UNITHOLDERS

Cash available for distribution consists of any amounts received by the Trust pursuant to the NPI and the Direct Royalties, any interest or other income from Permitted Investments, dividends on the shares or other securities of the Operating Subsidiaries less all expenses and liabilities of the Trust, including the provision for interest due to the holders of Debentures, which are due or accrued and which are chargeable to income.

The actual amount of cash available for distribution depends on, among other things, the quantity and quality of crude oil, natural gas and natural gas liquids produced, prices received for such production, direct expenses of the Trust, taxes, operating costs, transportation and processing costs, capital expenditures, debt service costs, Crown and other royalties, other Crown charges, net contributions to the reclamation funds, net contributions by the Operating Subsidiaries to the Reserve Account, and general and administrative costs of the Trust and the Operating Subsidiaries. See "Risk Factors". The Operating Subsidiaries also have the discretion to incur debt or retain cash in order to modify seasonal and other variations in cash available for distribution. Unitholders may also receive distributions of the net proceeds received from sales of Properties to the extent Harvest Operations determines not to use those proceeds to acquire additional Properties.

Unitholders of record on a Record Date are entitled to receive a cash distribution which will become payable on the 15th day of the month following the Record Date, and if such date of payment is not a Business Day on the next Business Day after the 15th day of the month following the Record Date.

Pursuant to the provisions of the Trust Indenture all income earned by the Trust in a fiscal year, not previously distributed in that fiscal year, must be distributed to Unitholders of record on December 31. This excess income, if any, will be allocated to Unitholders of record at December 31 but the right to receive this income, if the amount is not determined and declared payable at December 31, will trade with the Trust Units until determined and declared payable in accordance with the rules of the Toronto Stock Exchange. To the extent that a Unitholder trades Trust Units in this period they will be allocated such income but will dispose of their right to receive such distribution. The following table sets forth the per Trust Unit amount of monthly cash distributions paid by the Trust for the periods indicated.

	2009	2008	2007	2006
January	\$0.30	\$0.30	\$0.38	\$0.35
February	\$0.30	\$0.30	\$0.38	\$0.35
March	\$0.05 ⁽¹⁾	\$0.30	\$0.38	\$0.38
April		\$0.30	\$0.38	\$0.38
May		\$0.30	\$0.38	\$0.38
June		\$0.30	\$0.38	\$0.38
July		\$0.30	\$0.38	\$0.38
August		\$0.30	\$0.38	\$0.38
September		\$0.30	\$0.38	\$0.38
October		\$0.30	\$0.38	\$0.38
November		\$0.30	\$0.30	\$0.38
December		\$0.30	\$0.30	\$0.38

Notes:

- (1) The Trust announced on March 2, 2009 that a monthly cash distribution of \$0.05 per Trust Unit will be paid on April 15, 2009 to Unitholders of record on March 23, 2009.

For further information on distributions to Unitholders see “Supplemental Capital Structure Information”.

INTEREST PAID TO HOLDERS OF CONVERTIBLE DEBENTURES

Pursuant to the Debenture Indenture, including supplements thereto, the following table sets forth the interest rate and semi-annual payment dates for each series of Debentures.

Series of Debentures	Rate	Semi-Annual Payment Dates	Maturity Date
9% Debentures Due 2009	9%	May 31 and November 30	May 31, 2009
8% Debentures Due 2009	8%	March 31 and September 30	September 30, 2009
6.5% Debentures Due 2010	6.5%	June 30 and December 31	December 31, 2010
10.5% Debentures Due 2008 ⁽¹⁾	10.5%	January 31 and July 31	January 31, 2008
6.40% Debentures Due 2012	6.4%	April 30 and October 31	October 31, 2012
7.25% Debentures Due 2013	7.25%	March 31 and September 30	September 30, 2013
7.25% Debentures Due 2014	7.25%	February 28 and August 31	February 28, 2014
7.50% Debentures Due 2015	7.5%	May 31 and November 30	May 31, 2015

Notes:

- (1) The 10.5% Debentures Due 2008 matured on January 31, 2008 and the \$24.3 million principal amount was settled on maturity with the issuance of 1,166,593 Trust Units.

GENERAL DESCRIPTION OF CAPITAL STRUCTURE

Harvest Energy Trust was created, and Trust Units issued, pursuant to the Trust Indenture. The Trust Indenture provides for the administration of Harvest, the investment of Harvest's assets, the calculation and payment of cash distributions to Unitholders, the calling of and conduct of business at meetings of Unitholders, the appointment and removal of the Trustee and the redemption of Trust Units. Among other things, material amendments to the Trust

Indenture, the early termination of Harvest and the sale or transfer of all or substantially all of the property of Harvest require the approval of a Special Resolution by 66 2/3% of the votes cast at a Special Meeting of the Unitholders. The Trust Indenture has been amended and restated on each of July 10, 2003, May 4, 2005, February 3, 2006, January 1, 2008 and May 20, 2008.

The Trust has also issued six series of unsecured subordinated convertible debentures and has assumed two series of unsecured subordinated convertible debentures upon the completion of the acquisition of Viking on February 3, 2006 (of which one series of Debentures matured in 2008 and was settled with the issuance of Trust Units). The Debentures are governed by the terms of the Debenture Indenture. These Debentures are convertible into fully paid and non-assessable Trust Units, at the option of the holder, at any time prior to the close of business on the earlier of the maturity date and the business day immediately preceding the date specified by the Trust for redemption. The conversion price per Trust Units is specified for each series.

The Trust Indenture allows for the creation of an unlimited number of Special Voting Units to enable the Trust to effect exchangeable securities transactions. Exchangeable securities transactions are commonly used in corporate acquisitions to give the selling securityholder a tax deferred "rollover" on the sale of the securityholder's securities, which may not otherwise be available. In an exchangeable securities transaction the tax event is generally deferred until the exchangeable securities are actually exchanged. Holders of Special Voting Units are not entitled to any distributions of any nature whatsoever from the Trust, but are entitled to such number of votes at meetings of Unitholders as may be prescribed by Harvest's Board in the resolution authorizing the issuance of any Special Voting Units. Except for the right to vote at meetings of the Unitholders, the Special Voting Units shall not confer upon the holders thereof any other rights. As of December 31, 2008, no Special Voting Units were outstanding.

Trust Units and the Trust Indenture

Effective upon the amendment and restatement of the Trust Indenture which occurred concurrent with the closing of the Viking Arrangement on February 3, 2006, the Trust is authorized to issue three classes of Trust Units, described and designated as Ordinary Trust Units, Special Trust Units and Special Voting Units, pursuant to the amended and restated Trust Indenture. Each Ordinary Trust Unit entitles the holder or holders thereof to one vote at any meeting of the Unitholders and each Special Trust Unit shall entitle the holder or holders thereof to three-sixteenths of one vote at any meeting of the Unitholders. The Special Trust Units were created and issued to enable the closing of the Viking Arrangement and all have been subsequently cancelled. Unless otherwise specifically designated as such, all references to Trust Units are deemed to be references to Ordinary Trust Units.

As of March 24, 2009, there were 161,505,296 Trust Units (157,200,701 Trust Units at December 31, 2008) issued and outstanding. Each Trust Unit entitles the holder thereof to one vote at any meeting of the holders of Trust Units and represents an equal undivided beneficial interest in any distribution from the Trust (whether of net income, net realized capital gains or other amounts) and in any net assets of the Trust in the event of termination or winding-up of the Trust. All Trust Units shall rank among themselves equally and rateably without discrimination, preference or priority. Each Trust Unit is transferable, is not subject to any conversion or pre-emptive rights and entitles the holder thereof to require the Trust to redeem any or all of the Trust Units held by such holder (see "Redemption Right" below). See "Risk Factors – Risks Related to Harvest's Structure Nature of Trust Units".

The Trust Indenture also provides that Trust Units, including rights, warrants and other securities to purchase, to convert into or exchange into Trust Units, may be created, issued, sold and delivered on such terms and conditions and at such times as the Harvest Board may determine. The Trust Indenture also provides that Harvest Operations may authorize the creation and issuance of debentures, notes and other evidences of indebtedness of the Trust from time to time on such terms and conditions to such persons and for such consideration as Harvest Operations may determine.

The following is a summary of certain provisions of the Trust Indenture and the Trust Units. For a complete description, reference should be made to the Trust Indenture, as may be subsequently amended and superseded, a copy of which may be viewed at the offices of, or obtained from, the Trustee and a copy of which has been filed on SEDAR at www.sedar.com.

Unitholder Limited Liability

The Trust Indenture provides that no Unitholder, in its capacity as such, shall incur or be subject to any liability in contract or in tort in connection with the Trust Fund or the obligations or affairs of the Trust or with respect to any act or omission of the Trustee or any other person in the performance or exercise, or purported performance or exercise, of any obligation, power, discretion or authority conferred upon the Trustee or such other person hereunder or with respect to any transaction entered into by the Trustee or by any other person pursuant to the Trust Indenture. No Unitholder shall be liable to indemnify the Trustee or any such other person with respect to any such liability or liabilities incurred by the Trustee or by any such other person or persons or with respect to any taxes payable by the Trust or by the Trustee or by any other person on behalf of or in connection with the Trust. See "Risk Factors – Risks Related to Harvest's Structure – Nature of Trust Units and Unitholder Unlimited Liability."

Redemption Right

Trust Units are redeemable at any time on demand by the holders thereof upon delivery to the Trust of the certificate or certificates representing such Trust Units, accompanied by a duly completed and properly executed notice requiring redemption. Upon receipt of the notice to redeem Trust Units by the Trust, the holder thereof shall only be entitled to receive a price per Trust Unit (the "**Market Redemption Price**") equal to the lesser of: (i) 90% of the "market price" (as defined in the Trust Indenture) of the Trust Units on the principal market on which the Trust Units are quoted for trading during the 10 trading day period commencing immediately after the date on which the Trust Units are tendered to the Trust for redemption; and (ii) the closing market price on the principal market on which the Trust Units are quoted for trading on the date that the Trust Units are so tendered for redemption.

The Trust Indenture imposes limitations on the amount of cash consideration the Trust may pay out for the Trust Units tendered for redemption and also provides for the determination of the value of the Market Redemption Price payable if the Trust Units are not listed for trading on the TSX or any other stock exchange. The details of these provisions can be reviewed in further detail in the Trust Indenture filed on SEDAR at www.sedar.com.

It is anticipated that this Redemption Right will not be the primary mechanism for holders of Trust Units to dispose of their Trust Units. Promissory notes of Harvest Operations or the Trust which may be distributed in specie to Unitholders in connection with a redemption will not be listed on any stock exchange and no market is expected to develop in such notes. Such notes may not be qualified investments for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans and registered education savings plans.

Non-Resident Ownership

The Trust Indenture provides that it is intended that the Trust qualify as a "unit trust" and a "mutual fund trust" under the Tax Act. For the Trust to qualify as a "mutual fund trust" for the purposes of the Tax Act, it is required that, among other things, (i) the Trust not be considered to be a trust established or maintained primarily for the benefit of non-residents of Canada; or (ii) the Trust satisfies certain conditions as to the nature of the assets of the Trust as specified in the Tax Act (the "**Asset Test**"). Harvest believes that the Trust has at all material times satisfied the Asset Test and accordingly, for purposes of the Tax Act, the Trust should qualify as a "mutual fund trust".

In addition, Harvest, with the assistance of its transfer agent and registrar for the Trust Units, Valiant Trust Company, maintains a process of soliciting participant declaration forms from all registered holders of its Trust Units. The participation declaration forms requires the certification of the number of Trust Units held by non-residents of Canada and the number of non-residents holders, all as defined by the Tax Act. This process includes the solicitation of such forms by the Canadian Depository for Securities and, indirectly, the Depository Trust company. At the end of each quarter, Harvest instructs Valiant Trust Company to complete this solicitation process and report the results. As at December 31, 2008, the non-resident holders of Trust Units represented approximately 71% of the Trust's issued and outstanding Trust Units.

Trustee

Valiant Trust Company is the trustee of the Trust. All of the administrative and management powers of the Trustee relating to the Trust and the operations of the Trust have been delegated to Harvest Operations pursuant to the Trust Indenture and the Administration Agreement. Notwithstanding this general delegation, pursuant to the Administration Agreement, the Trustee has agreed not to delegate any authority to manage the following affairs of the Trust:

- (a) the issue, certification, countersigning, transfer, exchange and cancellation of certificates representing Trust Units;
- (b) the maintenance of a register of Unitholders;
- (c) the cash distributions paid to Unitholders, although the calculation of the amount of the distribution shall be made by Harvest Operations and approved by the Harvest Board;
- (d) the mailing of notices, financial statements and reports to Unitholders pursuant to the Trust Indenture, although Harvest Operations shall be responsible for the preparation or causing the preparation of such notices, financial statements and reports;
- (e) the provision of a basic list of registered Unitholders to Unitholders in accordance with the procedures outlined in the Trust Indenture;
- (f) the amendment or waiver of the performance or breach of any term or provision of the Trust Indenture on behalf of the Trust;
- (g) the renewal or termination of the Administration Agreement on behalf of the Trust; and
- (h) any matter which requires the approval of the Unitholders under the terms of the Trust Indenture.

The Trustee is required under the Trust Indenture to exercise its powers and carry out its functions thereunder as Trustee honestly, in good faith and in the best interests of the Trust and the Unitholders and, in connection therewith, shall exercise that degree of care, diligence and skill that a reasonably prudent trustee would exercise in comparable circumstances.

The Unitholders shall reappoint the Trustee or appoint a successor to the Trustee at each annual meeting of Unitholders. The Trustee may also be removed by Harvest Operations upon delivery of a notice in writing from Harvest Operations to the Trustee in limited circumstances. Such resignation or removal becomes effective only upon the approval of the Unitholders by Special Resolution, the acceptance or appointment of a successor trustee and the assumption by the successor trustee of all obligations of the Trustee and in the same capacity.

Liability of the Trustee

The Trustee, its directors, officers, employees, shareholders and agents shall not be liable to any Unitholder or any other person, in tort, contract or otherwise, in connection with any matter pertaining to the Trust or the Trust Fund, arising from the exercise by the Trustee of any powers, authorities or discretion conferred under the Trust Indenture, including, without limitation, any action taken or not taken in good faith in reliance on any documents that are, *prima facie*, properly executed, any depreciation of, or loss to, the Trust Fund incurred by reason of the sale of any asset, any inaccuracy in any valuation provided by any other appropriately qualified person, any reliance on any such evaluation, any action or failure to act of Harvest Operations, or any other person to whom the Trustee has, with the consent of Harvest Operations, delegated any of its duties under the Trust Indenture, or any other action or failure to act (including failure to compel in any way any former trustee to redress any breach of trust or any failure by Harvest Operations to perform its duties under or delegated to it under the Trust Indenture or any other contract), unless such liabilities arise out of the gross negligence, wilful default or fraud of the Trustee or any of its directors, officers, employees or shareholders. If the Trustee has retained an appropriate expert, adviser or legal counsel with

respect to any matter connected with its duties under the Trust Indenture or any other contract, the Trustee may act or refuse to act based on the advice of such expert, adviser or legal counsel, and the Trustee shall not be liable for and shall be fully protected from any loss or liability occasioned by any action or refusal to act based on the advice of any such expert, adviser or legal counsel. In the exercise of the powers, authorities or discretion conferred upon the Trustee under the Trust Indenture, the Trustee is and shall be conclusively deemed to be acting as Trustee of the assets of the Trust and shall not be subject to any personal liability for any debts, liabilities, obligations, claims, demands, judgments, costs, charges or expenses against or with respect to the Trust or the Trust Fund. In addition, the Trust Indenture contains other customary provisions limiting the liability of the Trustee.

Delegation of Authority, Administration and Governance

Harvest Operations (and, accordingly, the Harvest Board) has generally been delegated the significant management decisions of the Trust. In particular, the Trustee has delegated to Harvest Operations responsibility for any and all matters relating to the following: (i) an offering of securities; (ii) ensuring compliance with all applicable laws, including in relation to an offering; (iii) all matters relating to the content of any offering documents, the accuracy of the disclosure contained therein, and the certification thereof; (iv) all matters concerning the terms of, and amendment from time to time of the material contracts of the Trust; (v) all matters concerning any underwriting or agency agreement providing for the sale of Trust Units or rights to Trust Units; (vi) all matters relating to the redemption of Trust Units; (vii) all matters relating to the voting rights on any investments in the Trust Fund or any Subsequent Investments; (viii) all matters relating to the specific powers and authorities as set forth in the Trust Indenture.

Harvest Operations currently has a board of directors consisting of 9 individuals, and will present a slate of 8 directors to the Unitholders at its Annual and Special Meeting to be held on May 19, 2009. David J. Boone will not be standing for re-election to the Board in 2009. Pursuant to the Trust Indenture, Unitholders are entitled to elect the Board of Directors annually. Prior to all annual meetings, Harvest Operations will deliver an information circular and form of proxy to Unitholders with respect to the election of the directors of Harvest Operations at any such meeting.

Under the NPI Agreements, the Operating Subsidiaries have the exclusive control and authority over development of, and recovery of petroleum, natural gas and natural gas liquids from, the Properties and lands pooled or unitized therewith, including, without limitation, making all decisions respecting whether, when and how to drill, complete, equip, produce, suspend, abandon and shut-in wells and whether to elect to convert royalties to working interests. The Harvest Board has determined that all significant operational decisions and all decisions relating to: (i) the acquisition and disposition of assets for a purchase price or proceeds in excess of \$5 million; (ii) the approval of capital expenditure budgets; (iii) the approval of risk management policies and activities proposed to be undertaken, and (iv) the establishment of credit facilities, shall be made by the Harvest Board.

In exercising its powers and discharging its duties, Harvest Operations must act honestly and in good faith and exercise the degree of care, diligence and skill that a reasonably prudent oil and natural gas industry advisor and administrator would exercise in comparable circumstances. Harvest Operations' objective in exercising its powers and discharging its duties is to maximize the income distributable to the Unitholders to the extent consistent with long-term growth in the value of the Trust. In pursuing such an objective, Harvest Operations employs and will continue to employ prudent oil and natural gas business practices. All of Harvest Operations' business is and will continue to be conducted in accordance with applicable laws with a view to the best interests of the Unitholders and the Trust.

The Harvest Board reviews on an ongoing basis both the nature and extent of the services required of Harvest Operations by the Trust and the costs of providing such services.

General and administrative costs are deducted from production revenues in computing income from the Net Profits Interest to the extent not paid from the residual income of Harvest Operations or deducted by the Trust in determining cash available for distribution to Unitholders. General and administrative costs are generally charged to the Trust by Harvest Operations based on direct costs incurred in fulfilling the obligations of Harvest Operations to the Trust pursuant to the Trust Indenture and the Administration Agreement. Harvest Operations is entitled to

reimbursement for all of its direct and indirect expenses, costs and expenditures in connection with the creation, start-up, set-up and organization of the Trust.

Meetings of Unitholders

The Trust Indenture provides that meetings of Unitholders must be called and held for, among other matters, the election or removal of the Trustee, the appointment or removal of the auditors of the Trust, the approval of amendments to the Trust Indenture, the sale of the property of the Trust as an entirety or substantially as an entirety, and the commencement of winding-up the affairs of the Trust. Meetings of Unitholders will be called and held annually for, among other things, the election of the directors of Harvest Operations and the appointment of the auditors of the Trust.

A meeting of Unitholders may be convened at any time and for any purpose by Harvest Operations and must be convened, except in certain circumstances, if requisitioned by the holders of not less than 20% of the Trust Units then outstanding by a written requisition. A requisition must, among other things, state in reasonable detail the business purpose for which the meeting is to be called.

Unitholders may attend and vote at all meetings of Unitholders either in person or by proxy and a proxyholder need not be a Unitholder. Two persons present in person or represented by proxy and representing in the aggregate at least 10% of the votes attaching to all outstanding Trust Units shall constitute a quorum for the transaction of business at all such meetings.

The Trust Indenture contains provisions as to the notice required and other procedures with respect to the calling and holding of meetings of Unitholders in accordance with the requirements of applicable laws.

Take-Over Bid

The Trust Indenture contains provisions to the effect that if a take-over bid is made for the Trust Units and not less than 90% of the Trust Units (other than Trust Units held at the date of the takeover bid by or on behalf of the offeror or associates or affiliates of the offeror) are taken up and paid for by the offeror, the offeror will be entitled to acquire the Trust Units held by Unitholders who did not accept the takeover bid on the terms offered.

Termination of the Trust

Unitholders may vote to terminate the Trust at any meeting of the Unitholders duly called for that purpose, subject to the following: (a) a vote may only be held if requested in writing by the holders of not less than 20% of the outstanding Trust Units; (b) a quorum of 50% of the issued and outstanding Trust Units is present in person or by proxy; and (c) the termination must be approved by Special Resolution of Unitholders.

Unless the Trust is earlier terminated or extended by vote of the Unitholders, the Trustee shall commence to wind-up the affairs of the Trust on December 31, 2099. In the event that the Trust is wound-up, the Trustee will sell and convert into cash the Direct Royalties and other assets comprising the Trust Fund in one transaction or in a series of transactions at public or private sale and do all other acts appropriate to liquidate the Trust Fund, and shall in all respects act in accordance with the directions, if any, of the Unitholders in respect of termination authorized pursuant to the Special Resolution authorizing the termination of the Trust. However, in no event shall the Trust be wound-up until the Direct Royalties have been disposed of. After paying, retiring or discharging, or making provision for the payment, retirement, or discharge of all known liabilities and obligations of the Trust including the full repayment of the principal of and interest on the Debentures of the Trust and after providing for indemnity against any other outstanding liabilities and obligations, the Trustee shall distribute the remaining part of the proceeds of the sale of the assets together with any cash forming part of the property of the Trust among the Unitholders in accordance with their Pro Rata Share.

Reporting to Unitholders

The consolidated financial statements of the Trust will be audited annually by an independent recognized firm of chartered accountants. The audited consolidated financial statements of the Trust, together with the report of such chartered accountants, will be mailed by the Trust to registered Unitholders and the unaudited interim consolidated financial statements of the Trust will be mailed to registered Unitholders within the periods prescribed by securities legislation. The year end of the Trust is December 31. The Trust is subject to the continuous disclosure obligations under the applicable securities legislation of each of the provinces and certain of the territories of Canada.

Borrowing By the Trust

Pursuant to the Trust Indenture, the Trustee is permitted to, directly or indirectly, borrow money from or incur indebtedness to any person and in connection therewith, to guarantee, indemnify or act as a surety with respect to payment or performance of any indebtedness, liabilities or obligation of any kind of any person, including, without limitation, Harvest Operations and any other subsidiary of the Trust; to enter into any other obligations on behalf of the Trust; or enter into any subordination agreement on behalf of the Trust or any other person, and to assign, charge, pledge, hypothecate, convey, transfer, mortgage, subordinate, and grant any security interest, mortgage or encumbrance over or with respect to all or any of the Trust Fund or to subordinate the interests of the Trust in the Trust Fund to any other person. Debt service costs incurred by the Trust are deducted in determining the cash available for distribution to Unitholders.

Premium DistributionTM, Distribution Reinvestment and Optional Trust Units Purchase Plan ("DRIP Plan")

The Trust has adopted the DRIP Plan which provides holders of Trust Units the means of accumulating additional Trust Units by reinvesting cash distributions. At the discretion of Harvest Operations, Trust Units will be issued from treasury at 95% of the market price of the Trust Units (calculated as the weighted average trading price of the Trust Units on the TSX on which at least a board lot of Trust Units is traded for the period commencing on the second Business Day following the record date applicable to such distribution payment, and ending on the second Business Day immediately prior to the distribution payment date). Unitholders who are residents of the United States are eligible to elect to reinvest distributions to purchase additional Trust Units pursuant to the DRIP Plan.

Effective August 23, 2005, the DRIP Plan includes a unique feature which allows eligible Unitholders to elect, under the Premium DistributionTM component of the DRIP Plan, to deliver Trust Units which have been received pursuant to the distribution reinvestment component of the DRIP Plan to a designated broker in exchange for a premium cash distribution equal to 102% of the cash distribution that such Unitholders would have otherwise been entitled to receive on the applicable distribution date (subject to a proration in certain events under the DRIP Plan). Canaccord Capital Corporation has been designated as the plan broker under the Premium DistributionTM component of the DRIP Plan. This component of the DRIP Plan is not available to residents of the United States.

Participants in the DRIP Plan (other than residents of the United States) are also permitted to purchase additional Trust Units at 100% of the market price (as described above) of the Trust Units by investing additional sums to a maximum of up to \$100,000 aggregate amount of remittances by a Unitholder in any calendar month and a minimum of \$5,000 per remittance; provided that the total number of Trust Units that may be issued each fiscal year pursuant to optional cash payments is restricted to not more than 2% of the number of issued and outstanding Trust units at the commencement of that year.

As at March 24, 2009, 27,574,614 Trust Units have been issued from treasury since February 15, 2003 as a result of Unitholder participation in the DRIP Plan with proceeds of approximately \$584.1 million.

Stability Ratings

As of March 24, 2009, there are no stability ratings maintained for the Trust Units.

Debentures and the Debenture Indenture

The following is a summary of the material attributes and characteristics of the Debentures. This summary does not, however, include a description of all of the terms of each series of Debentures, and reference should be made to the respective Debenture Indenture filed at www.sedar.com for a complete description of such terms.

General

The Debentures are issued under the Debenture Indenture. The Trust may, however, from time to time, without the consent of the holders of the Debentures but subject to the limitations described herein, issue additional debentures of the same series or of a different series under the Debenture Indenture. The Debentures are issuable only in denominations of \$1,000 and integral multiples thereof.

Each series of Debentures will specify a maturity date, an interest rate, the terms of the conversion privilege and the redemption terms, if any. The principal amount of the Debentures will be payable in lawful money of Canada or, at the option of the Trust and subject to applicable regulatory approval, settled with the issuance of Trust Units as further described under "- Payment upon Redemption or Maturity" and "- Redemption and Purchase". The interest on the Debentures will be payable in lawful money of Canada.

The Debentures are direct obligations of the Trust and are not be secured by any mortgage, pledge, hypothec or other charge and will be subordinated to other liabilities of the Trust as described under "Subordination". The Debenture Indenture will not restrict the Trust from incurring additional indebtedness for borrowed money or from mortgaging, pledging or charging its properties to secure any indebtedness.

Conversion Privilege

Each Debenture is convertible at the holder's option into fully paid and non-assessable Trust Units at any time prior the earlier of the Final Maturity Date and the Business Day immediately preceding the date specified by the Trust for redemption of the Debentures at a specified conversion price. No adjustment will be made for distributions on Trust Units issuable upon conversion or for interest accrued on Debentures surrendered for conversion; however, holders converting their Debentures will receive accrued and unpaid interest thereon.

Subject to the provisions thereof, the Debenture Indenture will provide for the adjustment of the specified conversion price in certain events including: (a) the subdivision, redivision or consolidation, reduction or combination of the outstanding Trust Units; (b) the distribution of Trust Units to holders of Trust Units by way of distribution or otherwise other than an issue of securities to holders of Trust Units who have elected to receive distributions in securities of the Trust in lieu of receiving cash distributions paid in the ordinary course; (c) the issuance of options, rights or warrants to holders of Trust Units entitling them to acquire Trust Units or other securities convertible into Trust Units at less than 95% of the then current market price (as defined below under "**Payment upon Redemption or Maturity**") of the Trust Units; and (d) the distribution to all holders of Trust Units of any securities or assets (other than cash distributions and equivalent distributions in securities paid in lieu of cash distributions in the ordinary course). There will be no adjustment of the specified conversion price in respect of any event described in (b), (c) or (d) above if the holders of the Debentures are allowed to participate as though they had converted their Debentures prior to the applicable record date or effective date. The Trust will not be required to make adjustments in the specified conversion price unless the cumulative effect of such adjustments would change the conversion price by at least 1%.

In the case of any reclassification or capital reorganization (other than a change resulting from consolidation or subdivision) of the Trust Units or in the case of any consolidation, amalgamation, arrangement or merger of the Trust with or into any other entity, or in the case of any sale or conveyance of the properties and assets of the Trust as, or substantially as, an entirety to any other entity, or a liquidation, dissolution or winding-up of the Trust, the terms of the conversion privilege shall be adjusted so that each holder of an unsecured subordinated convertible debenture shall, after such reclassification, capital reorganization, consolidation, amalgamation, merger, sale, conveyance, liquidation, dissolution or winding up, be entitled to receive the number of Trust Units or other securities or property such holder would be entitled to receive if on the effective date thereof, it had been the

registered holder of the number of Trust Units into which the Debenture was convertible prior to the effective date of such reclassification, capital reorganization, consolidation, amalgamation, merger, sale, conveyance, liquidation, dissolution or winding up.

No fractional Trust Units will be issued on any conversion but in lieu thereof the Trust shall satisfy fractional interests by a cash payment equal to the current market price of any fractional interest.

Redemption and Purchase

The Debentures may be redeemable after a specified date and prior to maturity in whole or in part from time to time at the option of the Trust on not more than 60 days and not less than 30 days prior notice as specified for each series of Debentures plus accrued and unpaid interest thereon, if any. In the case of redemption of less than all of a series of Debentures, the Debentures to be redeemed will be selected by the Debenture Trustee on a pro rata basis or in such other manner as the Debenture Trustee deems equitable, subject to the consent of the TSX. The Trust has the right to purchase the Debentures in the market, by tender or by private contract.

Payment upon Redemption or Maturity

On redemption or at maturity, the Trust will repay the indebtedness represented by the Debentures by paying to the Debenture Trustee in lawful money of Canada an amount equal to the aggregate Redemption Price of the outstanding Debentures which are to be redeemed or the principal amount of the outstanding Debentures which have matured, as the case may be, together with accrued and unpaid interest thereon. The Trust may, at its option, on not more than 60 days and not less than 40 days prior notice and subject to applicable regulatory approval, elect to satisfy its obligation to pay the Redemption Price of the Debentures which are to be redeemed or the principal amount of the Debentures which have matured, as the case may be, by issuing Trust Units to the holders of the Debentures. Any accrued and unpaid interest thereon will be paid in cash. The number of Trust Units to be issued will be determined by dividing the aggregate Redemption Price of the outstanding Debentures which are to be redeemed or the principal amount of the outstanding Debentures which have matured, as the case may be, by 95% of the current market price on the date fixed for redemption or the maturity date, as the case may be. No fractional Trust Units will be issued on redemption or maturity but in lieu thereof the Trust shall satisfy fractional interests by a cash payment equal to the current market price of any fractional interest.

The term "current market price" will be defined in the Debenture Indenture to mean the weighted average trading price of the Trust Units on the TSX for the 20 consecutive trading days ending on the fifth trading day preceding the date fixed for redemption or the maturity date, as the case may be.

Subordination

The payment of the principal of and interest on the Debentures will be subordinated in right of payment, as set forth in the Debenture Indenture, to the prior payment in full of all Senior Indebtedness of the Trust and indebtedness to trade creditors of the Trust. "Senior Indebtedness" of the Trust is defined in the Debenture Indenture as the principal of and premium, if any, and interest on and other amounts in respect of all indebtedness of the Trust or any subsidiary of the Trust (whether outstanding as at the date of the Indenture or thereafter incurred), other than indebtedness evidenced by the Debentures and all other existing and future debentures or other instruments of the Trust which, by the terms of the instrument creating or evidencing the indebtedness, is expressed to be *pari passu* with, or subordinate in right of payment to, the Debentures. The Debentures will also be effectively subordinate to claims of creditors of the Trust's subsidiaries except to the extent the Trust is a creditor of such subsidiaries ranking at least *pari passu* with such other creditors.

The Debenture Indenture will provide that in the event of any insolvency or bankruptcy proceedings, or any receivership, liquidation, reorganization or other similar proceedings relative to the Trust, or to its property or assets, or in the event of any proceedings for voluntary liquidation, dissolution or other winding-up of the Trust, whether or not involving insolvency or bankruptcy, or any marshalling of the assets and liabilities of the Trust, then those holders of Senior Indebtedness, including any indebtedness to trade creditors, will receive payment in full before the holders of Debentures will be entitled to receive any payment or distribution of any kind or character, whether in

cash, property or securities, which may be payable or deliverable in any such event in respect of any of the Debentures or any unpaid interest accrued thereon. The Debenture Indenture will also provide that the Trust will not make any payment, and the holders of the Debentures will not be entitled to demand, institute proceedings for the collection of, or receive any payment or benefit (including, without any limitation, by set-off, combination of accounts or realization of security or otherwise in any manner whatsoever) on account of indebtedness represented by the Debentures (a) in a manner inconsistent with the terms (as they exist on the date of issue) of the Debentures or (b) at any time when an event of default has occurred under the Senior Indebtedness and is continuing and notice of such event of default has been given by or on behalf of the holders of Senior Indebtedness to the Debenture Trustee, unless the Senior Indebtedness has been repaid in full. No holder of a Debenture has the right to institute any act or proceeding to enforce the Debentures in a manner inconsistent with the terms of the Indenture.

Priority over Trust Distributions

The Trust Indenture provides that certain expenses of the Trust must be deducted in calculating the amount to be distributed to the Unitholders. Accordingly, the funds required to satisfy the interest payable on the Debentures, as well as the amount payable upon redemption or maturity of the Debentures or upon an Event of Default (as defined below), will be deducted and withheld from the amounts that would otherwise be payable as distributions to Unitholders except for distributions that have been publicly announced by the Trust.

Debentures May Be Issued in Series and Rank Pari Passu

The Debentures may be issued in one or more series with each series established by a supplement to the Indenture specifying, among other things, any limit to the aggregate principal amount of the Debentures of the series to be issued, the date or dates on which the principal of the Debentures of the series is payable, the rate or rates at which the Debentures of the series shall bear interest, the right, if any, of the Trust to redeem Debentures of the series and the period or periods and price and whether and under what circumstances and terms, the Debentures of the series will be convertible into Trust Units.

All issued and outstanding Debentures of the Trust are direct unsecured obligations of the Trust with each series of Debentures ranking *pari passu* with all other series of Debentures of the Trust and each Debenture of a series ranking *pari passu* with each Debenture of the same series of Debentures.

Change of Control of the Trust

Within 30 days following the occurrence of a change of control of the Trust involving the acquisition of voting control or direction over 66 2/3% or more of the Trust Units (a "**Change of Control**"), the Trust will be required to make an offer in writing to purchase all of the Debentures then outstanding (the "**Debenture Offer**"), at a price equal to 101% of the principal amount thereof plus accrued and unpaid interest (the "**Debenture Offer Price**"). The Debenture Indenture provides that a change of control does not include a merger, reorganization, combination or other similar transaction if the previous holders of Trust Units and securities convertible or carrying the right to acquire Trust Units hold at least 50% of the voting control or direction in such merged, reorganized, combined or other continuing entity.

The Debenture Indenture contains notification and repurchase provisions requiring the Trust to give written notice to the Debenture Trustee of the occurrence of a Change of Control within 30 days of such event together with the Debenture Offer. The Debenture Trustee will thereafter promptly mail to each holder of Debentures a notice of the Change of Control together with a copy of the Debenture Offer to repurchase all the outstanding Debentures.

If 90% or more of the aggregate principal amount of the Debentures outstanding on the date of the giving of notice of the Change of Control have been tendered to the Trust pursuant to the Debenture Offer, the Trust will have the right and obligation to redeem all the remaining Debentures at the Debenture Offer Price. Notice of such redemption must be given by the Trust to the Debenture Trustee within 10 days following the expiry of the Debenture Offer, and as soon as possible thereafter, by the Debenture Trustee to the holders of the Debentures not tendered pursuant to the Debenture Offer.

Restrictions on Certain Transactions

The Debenture Indenture contains provisions to the effect that subject to the discussion under "Offers for Debentures" below, the Trust shall not enter into any transaction or series of transactions whereby all or substantially all of its undertaking, property or assets would become the property of any other person (herein called a "**Successor**") whether by way of reorganization, consolidation, amalgamation, arrangement, merger, transfer, sale or otherwise, unless, among other things prior to or contemporaneously with the consummation of such transaction the Trust and the Successor shall have executed such instruments and done such things as are necessary or advisable to establish that upon the consummation of such transaction the Successor will have assumed all the covenants and obligations of the Trust under the Debenture Indenture in respect of the Debentures and the Debentures will be valid and binding obligations of the Successor entitling the holders thereof, as against the Successor, to all the rights of Debenture holders under the Debenture Indenture.

Events of Default

The Debenture Indenture provides that an event of default ("**Event of Default**") in respect of the Debentures will occur if any one or more of the following described events has occurred and is continuing with respect of the Debentures: (a) failure for 10 days to pay interest on the Debentures when due; (b) failure to pay principal or premium, if any, on the Debentures when due, whether at maturity, upon redemption, by declaration or otherwise; (c) certain events of bankruptcy, insolvency or reorganization of the Trust under bankruptcy or insolvency laws; or (d) default in the observance or performance of any material covenant or condition of the Indenture and continuance of such default for a period of 30 days after notice in writing has been given by the Debenture Trustee to the Trust specifying such default and requiring the Trust to rectify the same. If an Event of Default has occurred and is continuing, the Debenture Trustee may, in its discretion, and shall upon receipt of a written request signed by holders of not less than 25% of the principal amount of Debentures then outstanding, declare the principal of and interest on all outstanding Debentures to be immediately due and payable. In certain cases, the holders of more than 50% of the principal amount of the Debentures then outstanding may, on behalf of the holders of all Debentures, by written request, instruct the Debenture Trustee to waive any Event of Default and/or cancel any such declaration upon such terms and conditions as such holders shall prescribe.

Covenants of the Trust

The Debenture Indenture includes covenants of the Trust with the Debenture Trustee to, among other things, pay principal, premium (if any) and interest to the holders of the Debentures on the date specified in the Debenture Indenture and respective supplemental indentures and to limit distributions to the holders of the Trust Units if at the time the directors of the Harvest Board resolve to make the said declaration, the directors of the Harvest Board has actual knowledge that the paying of said distribution on the payment date will result in an Event of Default.

Offers for Debentures

The Debenture Indenture contains provisions to the effect that if an offer is made for the Debentures which is a take-over bid for Debentures within the meaning of the *Securities Act* (Alberta) and not less than 90% of the Debentures (other than Debentures held at the date of the take-over bid by or on behalf of the offeror or associates or affiliates of the offeror) are taken up and paid for by the offeror, the offeror will be entitled to acquire the Debentures held by the holders of Debentures who did not accept the offer on the terms offered by the offeror.

Modification

The rights of the holders of the Debentures issued under the Debenture Indenture may be modified in accordance with the terms of the Debenture Indenture. For that purpose, among others, the Debenture Indenture will contain certain provisions which will make binding on all Debenture holders resolutions passed at meetings of the holders of Debentures by votes cast thereat by holders of not less than 66 2/3% of the principal amount of the Debentures present at the meeting or represented by proxy, or rendered by instruments in writing signed by the holders of not less than 66 2/3% of the principal amount of the Debentures then outstanding. In certain cases, the modification will,

instead or in addition, require assent by the holders of the required percentage of Debentures of each particularly affected series.

Limitation on Issuance of Additional Debentures

The Debenture Indenture provides that the Trust shall not issue additional unsecured subordinated convertible debentures of equal ranking if the principal amount of all issued and outstanding convertible debentures of the Trust exceeds 25% of the Total Market Capitalization of the Trust immediately after the issuance of such additional convertible debentures. "Total Market Capitalization" will be defined in the Debenture Indenture as the total principal amount of all issued and outstanding debentures of the Trust which are convertible at the option of the holder into Trust Units of the Trust plus the amount obtained by multiplying the number of issued and outstanding Trust Units of the Trust and any outstanding exchangeable equity interests of the Trust (other than subordinated convertible debt) by the current market price of the Trust Units on the relevant date.

Normal Course Issuer Bid

Management of Harvest believes that, from time to time, the market price of its Trust Units and/or Debentures may not fully reflect their underlying value and that at such times the purchase of Trust Units and/or Debentures may be in the best interests of Harvest. Such purchases will increase the proportionate interest of, and may be advantageous to, all remaining holders of the Trust Units and Debentures. In addition, the purchases by Harvest may increase liquidity of the Trust Units and Debentures. Accordingly, on October 20, 2008, the Toronto Stock Exchange accepted Harvest's Notice of Intention to commence a Normal Course Issuer Bid (the "Bid") to purchase for cancellation up to a maximum of:

- 14,826,261 Trust Units,
- \$94,000 aggregate principal amount of 9% Debentures Due 2009,
- \$158,000 aggregate principal amount of 8% Debentures Due 2009,
- \$3,706,000 aggregate principal amount of 6.5% Debentures Due 2010,
- \$17,332,000 aggregate principal amount of 6.40% Debentures Due 2012,
- \$37,844,000 aggregate principal amount of 7.25% Debentures Due 2013,
- \$7,270,000 aggregate principal amount of 7.25% Debentures Due 2014, and
- \$24,963,000 aggregate principal amount of 7.5% Debentures Due 2015.

The maximum number of Trust Units and Debentures approved for purchased pursuant to the Bid represents 10% of the issued and outstanding Trust Units and Debentures which were not held by insiders of the Trust on October 20, 2008. The Bid commenced on October 23, 2008 and will terminate on October 22, 2009 or such earlier time as the Bid is completed or terminated at the option of Harvest.

Purchases are to be made on the open market through the facilities of the TSX at the prevailing market price at the time of such purchase. The actual number of Trust Units and Debentures that may be purchased for cancellation and the timing of any such purchases will be determined by Harvest, subject to the following maximum daily purchase limits:

- 132,622 Trust Units,
- \$1,000 aggregate principal amount of 9% Debentures Due 2009
- \$1,000 aggregate principal amount of 8% Debentures Due 2009,
- \$7,000 aggregate principal amount of 6.5% Debentures Due 2010,
- \$20,000 aggregate principal amount of 6.40% Debentures Due 2012,
- \$169,000 aggregate principal amount of 7.25% Debentures Due 2013,
- \$44,000 aggregate principal amount of 7.25% Debentures Due 2014, and
- \$196,000 aggregate principal amount of 7.5% Debentures Due 2015.

To date, we have not purchased any securities pursuant to this Normal Course Issuer Bid.

SUPPLEMENTAL CAPITAL STRUCTURE INFORMATION

The Trust Indenture provides that Harvest Operations may authorize the creation and issuance of debentures, notes and other evidence of indebtedness of the Trust and its subsidiaries from time to time on such terms and conditions to such persons and for such consideration as the Board of Directors of Harvest Operations may approve. As at December 31, 2008, Harvest Operations had a \$1.6 billion Extendible Revolving Credit Facility (“**Secured Debt**”) and US\$250 million of 7^{7/8}% Senior Notes (collectively, the “**Senior Debt**”). The Senior Debt are legal obligations of Harvest Operations and are guaranteed by the Trust and its subsidiaries. Payments on the Senior Debt have priority over payments to the Trust pursuant to the NPI Agreements, interest and principal payments on unsecured debt owing to the Trust as well as the distributions from the Trust’s wholly-owned partnerships and trusts. Accordingly, in the event of a default or a failure to re-finance, distributions from the Trust to Unitholders may be reduced or suspended. However, Unitholders have no direct liability with respect to the Senior Debt.

A copy of the Extendible Revolving Credit Facility agreement (including amendments thereto) and 7^{7/8}% Senior Note Indenture are filed as Material Contracts on SEDAR at www.sedar.com.

Extendible Revolving Credit Facility

This \$1.6 billion Extendible Revolving Credit Facility is a secured covenant-based credit facility with a syndicate of financial institutions that is currently scheduled to mature in April 2010, subject to further extension by the lenders. Harvest has provided the lenders with a \$2.5 billion first floating charge over all of its assets plus a first mortgage security interest on the refinery assets. As at December 31, 2008, \$1,226.2 million was drawn on this facility. This credit facility requires standby fees on un-drawn amounts and interest on amounts borrowed at varying rates depending on Harvest’s ratio of the drawn amount of under Extendible Revolving Credit Facility to its earnings before interest, taxes, depletion, amortization over the previous four quarters (“EBITDA”) as more fully defined below.

In addition to the standard representations, warrants and covenants commonly contained in a credit facility, Harvest’s Extendible Revolving Credit Facility agreement contains the following covenants:

- (a) An aggregate limitation of \$25 million on financial assistance and/or capital contributions to parties other than those included in the first floating security interest;
- (b) A limitation to carrying on business in countries that are not members of the Organization for Economic Cooperation and Development,
- (c) A limitation on the payment of distributions to Unitholders in certain circumstances such as an event of default, and
- (d) A limitation on the availability of borrowing pursuant to the Borrowing Base Covenant of the 7^{7/8}% Senior Notes described below and also subject to the following quarterly financial covenants:
 - (1) Drawn amount of Secured Debt to EBITDA of 3.0 to 1.0 or less
 - (2) Total amount of Senior Debt to EBITDA of 3.5 to 1.0 or less
 - (3) Drawn amount of Secured Debt to Capitalization 50% or less
 - (4) Total amount of Senior Debt to Capitalization 55% or less

For purposes of determining the financial covenants, the following terms are defined in the Extendible Revolving Credit Facility agreement:

- (e) EBITDA is the aggregate of the past four quarters Net Earnings plus
Interest and financing charges,

Future income tax expense,
 Depletion, depreciation, amortization and other,
 Unrealized gains/losses on risk management contracts,
 Unrealized currency exchange gains/losses, and
 Non-cash unit based compensation expense

- (f) Capitalization is the aggregate of the amounts drawn under the Extendible Revolving Credit Facility, the 7^{7/8}% Senior Notes, the Debentures and the Unitholders' Equity, all as reported in Harvest consolidated balance sheet in accordance with Canadian generally accepted accounting principles.

With respect to these financial covenants, Harvest's December 31, 2008 financial ratios were as follows:

- Drawn amount of Secured Debt to EBITDA of 1.5 to 1.0
- Total amount of Senior Debt to EBITDA of 1.8 to 1.0
- Drawn amount of Secured Debt to Capitalization 25%
- Total amount of Senior Debt to Capitalization 31%

7^{7/8}% Senior Notes

On October 15, 2004, Harvest issued US\$250 million of 7^{7/8}% Senior Notes which mature on October 15, 2011 and contain the following financial covenants in addition to the standard representations, warrants and covenants:

- (a) A limitation on additional indebtedness if such incurrence would result in an interest coverage ratio of less than 2.5 to 1.0,
- (b) A limitation on additional secured debt if such incurrence would result in secured debt exceeding 65% of the present value of the future net revenues from its proved petroleum and natural gas reserves discounted at an annual rate of 10% (the "Borrowing Base"), and
- (c) A limitation on the payment of distributions to Unitholders to an aggregate amount not to exceed an amount equal to \$40 million plus 100% of the net cash proceeds from the issuance of Trust Units plus 80% of cash from operating activities before the settlement of asset retirement obligations and changes in non-cash working capital since the issuance of the 7^{7/8}% Senior Notes.

With respect to these financial covenants, Harvest's December 31, 2008 financial covenant test were as follows:

- The interest coverage ratio was 6.1 times
- Total borrowing base was approximately \$1.9 billion
- The aggregate of \$40 million plus 100% of net cash proceeds from the issuance of Trust Units and 80% of cash from operating activities before the settlement of asset retirement obligations and changes in non-cash working capital totalled approximately \$1.5 billion in excess of the distributions paid since the issuance of the 7^{7/8}% Senior Notes.

Additional information on Harvest's Senior Debt is contained in Notes 10 and 11 to our audited consolidated financial statements for the year ended December 31, 2008 and in the "Liquidity and Capital Resources" discussion in our Management's Discussion and Analysis for the year ended December 31, 2008 both of which are filed on SEDAR at www.sedar.com.

MARKET FOR SECURITIES

The Trust Units are listed and traded on the TSX and the New York Stock Exchange ("NYSE"). The trading symbol on the TSX for the Trust Units is "HTE.UN", and on the NYSE is "HTE". The Trust has issued six series of unsecured subordinated convertible debentures which trade on the TSX under the symbols "HTE.DB" for the 9% Debentures Due 2009, "HTE.DB.A" for the 8% Debentures Due 2009, "HTE.DB.B" for the 6.5% Debentures Due 2010, "HTE.DB.E" for the 7.25% Debentures Due 2013, "HTE.DB.F" for the 7.25% Debentures Due 2014 and "HTE.DB.G" for the 7.50% Debentures Due 2015. In addition, pursuant to the Viking Arrangement, the Trust assumed the two outstanding series of convertible debentures that Viking had outstanding as of February 3, 2006. One of these two series, the 10.5% Debentures Due 2008 ("HTE.DB.C" and prior to the Viking Arrangement, "VKR.DB") matured on January 31, 2008 and the \$24.3 million principal amount was settled on maturity with the issuance of 1,166,593 Trust Units. The other series assumed, the 6.40% Debentures Due 2012, continue to trade on the TSX under the symbol "HTE.DB.D".

The following sets forth the price range and consolidated trading volume of the Trust Units on the TSX and the NYSE for the periods indicated.

	TSX			NYSE		
	High	Low	Volume	High	Low	Volume
2008						
January	\$23.56	\$20.48	10,474,631	\$23.24	\$20.00	18,167,009
February	\$26.00	\$22.49	8,552,342	\$25.70	\$22.51	15,108,961
March	\$24.13	\$22.00	9,638,750	\$24.49	\$21.44	17,099,323
April	\$24.94	\$22.23	11,965,637	\$24.82	\$22.06	20,845,245
May	\$25.67	\$22.15	14,019,461	\$26.08	\$21.75	24,871,749
June	\$25.77	\$23.32	9,263,955	\$25.28	\$23.05	16,892,369
July	\$24.60	\$19.32	10,210,064	\$24.30	\$18.80	23,625,423
August	\$21.75	\$18.90	12,078,183	\$20.55	\$17.73	17,597,112
September	\$21.12	\$15.89	9,834,707	\$20.01	\$15.17	24,126,064
October	\$17.69	\$ 8.33	26,521,040	\$16.69	\$ 7.00	65,647,621
November	\$14.09	\$10.65	14,381,812	\$11.55	\$ 8.60	37,694,288
December	\$12.68	\$ 9.42	11,179,958	\$10.17	\$ 7.26	31,705,600
2009						
January	\$11.91	\$10.36	10,266,136	\$10.10	\$ 8.25	25,461,464
February	\$10.57	\$ 5.87	13,739,710	\$ 8.55	\$ 4.69	36,881,966
March (1-24)	\$ 6.20	\$ 3.87	13,917,303	\$ 4.83	\$ 3.00	32,423,870

The following table sets forth the high, low and closing trading prices and the aggregate trading volume of the 9% Debentures Due 2009 as reported by the TSX for the periods indicated.

	High	Low	Close	Volume
2008				
January	No Trades	No Trades	No Trades	-
February	\$172.00	\$172.00	\$172.00	100
March	No Trades	No Trades	No Trades	-
April	No Trades	No Trades	No Trades	-
May	No Trades	No Trades	No Trades	-
June	No Trades	No Trades	No Trades	-
July	No Trades	No Trades	No Trades	-
August	No Trades	No Trades	No Trades	-
September	\$134.48	\$134.48	\$134.48	100
October	\$102.00	\$95.50	\$95.50	1,200
November	\$102.99	\$102.00	\$102.99	1,500
December	\$101.89	\$99.00	\$99.00	650
2009				
January	\$100.99	\$98.70	\$99.04	4,640
February	\$100.29	\$97.07	\$100.00	230
March (1-24)	\$100.05	\$98.00	\$100.05	1,150

The following table sets forth the high, low and closing trading prices and the aggregate trading volume of the 8% Debentures Due 2009 as reported by the TSX for the periods indicated.

2008	<u>High</u>	<u>Low</u>	<u>Close</u>	<u>Volume</u>
January	\$139.01	\$130.77	\$130.77	220
February	No Trades	No Trades	No Trades	-
March	\$145.00	\$130.04	\$145.00	1,710
April	No Trades	No Trades	No Trades	-
May	\$148.00	\$145.00	\$148.00	220
June	\$155.00	\$152.50	\$155.00	790
July	No Trades	No Trades	No Trades	-
August	\$135.00	\$130.40	\$130.40	100
September	\$114.59	\$103.00	\$109.11	650
October	\$102.90	\$100.28	\$100.28	360
November	\$100.00	\$93.01	\$93.01	1,070
December	No Trades	No Trades	No Trades	-
2009				
January	\$99.99	\$97.00	\$99.99	200
February	\$100.00	\$99.98	\$100.00	230
March (1-24)	\$100.00	\$100.00	\$100.00	80

The following table sets forth the high, low and closing trading prices and the aggregate trading volume of the 6.5% Debentures Due 2010 as reported by the TSX for the periods indicated.

2008	<u>High</u>	<u>Low</u>	<u>Close</u>	<u>Volume</u>
January	\$99.99	\$97.00	\$99.50	1,370
February	\$101.75	\$98.00	\$100.75	1,540
March	\$103.80	\$99.50	\$99.50	3,150
April	\$101.00	\$95.50	\$101.00	5,000
May	\$100.00	\$97.40	\$99.50	5,660
June	\$101.00	\$98.75	\$100.25	16,440
July	\$103.50	\$100.00	\$100.00	3,460
August	\$100.75	\$98.51	\$100.75	2,450
September	\$100.75	\$97.00	\$97.00	4,110
October	\$90.00	\$65.51	\$74.00	5,170
November	\$85.00	\$77.00	\$79.00	6,760
December	\$81.00	\$67.01	\$80.00	6,220
2009				
January	\$89.00	\$78.01	\$81.00	38,790
February	\$85.00	\$75.00	\$75.00	3,810
March (1-24)	\$80.00	\$68.00	\$80.00	6,720

The following table sets forth the high, low and closing trading prices and the aggregate trading volume of the 6.40% Debentures Due 2012 as reported by the TSX for the periods indicated.

2008	<u>High</u>	<u>Low</u>	<u>Close</u>	<u>Volume</u>
January	\$92.50	\$86.00	\$92.50	16,530
February	\$92.49	\$89.51	\$91.99	15,050
March	\$92.24	\$90.01	\$91.99	21,460
April	\$93.99	\$90.00	\$90.02	16,600
May	\$93.50	\$87.02	\$92.49	22,130
June	\$96.00	\$91.77	\$94.00	19,820
July	\$95.00	\$87.01	\$89.99	19,560
August	\$93.95	\$87.01	\$90.02	10,380
September	\$91.99	\$71.00	\$73.16	17,490
October	\$76.50	\$50.00	\$57.00	38,210
November	\$64.99	\$43.51	\$50.94	39,480
December	\$49.00	\$35.00	\$43.00	74,920
2009				
January	\$53.99	\$43.00	\$44.01	24,100

February	\$45.00	\$38.00	\$39.99	42,950
March (1-24)	\$45.99	\$35.00	\$43.01	22,110

The following table sets forth the high, low and closing trading prices and the aggregate trading volume of the 7.25% Debentures Due 2013 as reported by the TSX for the periods indicated.

2008	High	Low	Close	Volume
January	\$93.74	\$89.00	\$92.50	107,160
February	\$98.25	\$91.56	\$96.75	63,000
March	\$97.00	\$92.76	\$93.50	136,630
April	\$94.00	\$91.00	\$91.25	110,635
May	\$92.39	\$90.00	\$92.10	188,475
June	\$93.85	\$91.81	\$92.50	249,470
July	\$92.75	\$89.00	\$90.90	99,220
August	\$91.00	\$89.01	\$90.65	122,096
September	\$90.80	\$76.00	\$76.50	90,860
October	\$77.50	\$55.00	\$57.98	76,860
November	\$57.50	\$45.25	\$51.99	112,300
December	\$52.69	\$37.02	\$43.99	94,600
2009				
January	\$52.00	\$41.50	\$44.99	50,290
February	\$45.00	\$35.00	\$37.49	48,420
March (1-24)	\$42.00	\$32.80	\$41.11	52,095

The following table sets forth the high, low and closing trading prices and the aggregate trading volume of the 7.25% Debentures Due 2014 as reported by the TSX for the periods indicated.

2008	High	Low	Close	Volume
January	\$98.00	\$88.01	\$94.40	53,590
February	\$104.80	\$95.50	\$101.45	32,320
March	\$101.50	\$95.07	\$97.00	14,720
April	\$99.95	\$95.00	\$96.00	143,000
May	\$99.99	\$95.00	\$98.50	33,000
June	\$100.25	\$98.00	\$99.25	24,840
July	\$98.60	\$91.51	\$91.51	6,060
August	\$93.57	\$87.50	\$93.57	10,360
September	\$93.01	\$79.00	\$80.00	12,770
October	\$80.00	\$57.00	\$59.40	26,180
November	\$64.00	\$53.00	\$58.00	12,090
December	\$57.25	\$41.20	\$50.00	5,560
2009				
January	\$55.00	\$47.51	\$47.51	4,130
February	\$50.00	\$38.50	\$39.02	7,410
March (1-24)	\$44.00	\$36.00	\$44.00	9,010

The 7.50% Debentures Due 2015 issued on April 25, 2008 are listed for trading on the TSX and the following table sets forth the high, low and closing trading prices and the aggregate trading volume of the 7.50% Debentures Due 2015 as reported by the TSX for the periods indicated.

2008	High	Low	Close	Volume
April	\$98.50	\$97.15	\$97.99	4,210
May	\$100.00	\$93.50	\$97.00	691,410
June	\$99.25	\$96.25	\$97.40	156,450
July	\$97.75	\$90.50	\$92.00	65,440
August	\$92.50	\$90.00	\$91.19	39,030
September	\$91.50	\$75.00	\$78.50	39,240
October	\$77.18	\$51.00	\$59.99	72,450
November	\$64.00	\$50.00	\$55.95	58,860
December	\$53.50	\$38.00	\$43.00	81,010
2009				

January	\$51.00	\$43.27	\$45.00	103,580
February	\$46.00	\$35.01	\$38.55	359,610
March (1-24)	\$41.52	\$35.00	\$41.03	46,260

DIRECTORS AND OFFICERS OF HARVEST OPERATIONS CORP.

The names, province or state and country of residence, present positions and offices with Harvest Operations and principal occupations during the past five years of the directors and executive officers of Harvest Operations at December 31, 2008 are set out in the table below.

Name and Municipality of Residence	Position with Harvest Operations	No. of Trust Units Held ⁽¹⁾	Principal Occupation
John A. Brussa ⁽⁴⁾ Calgary, Alberta, Canada	Director since 2002 ⁽⁷⁾	371,564	Barrister and Solicitor; Partner of Burnet, Duckworth & Palmer LLP (a law firm).
M. Bruce Chernoff ⁽⁴⁾ Calgary, Alberta, Canada	Director ⁽⁷⁾ , Chairman since 2002	6,443, 926 ⁽⁵⁾	Professional Engineer; Chairman of Harvest Operations; President and Director of Caribou Capital Corp. (a private investment management company) since June 1999. Chairman and Director of Blackwatch Energy Services Corp.
Verne G. Johnson ⁽³⁾ Calgary, Alberta, Canada	Director since 2002 ⁽⁷⁾	9,998	Independent businessman since January 2000.
Hector J. McFadyen ⁽²⁾ Calgary, Alberta, Canada	Director since 2002 ⁽⁷⁾	56,997	Independent businessman and Director of Hunting PLC (a public UK based international oil services company); Director of Computershare Trust Company of Canada (a private Canadian company that manages the administration of shareholder and employee records from public and private companies throughout North America).
Dale Blue ⁽²⁾ Mississauga, Ontario, Canada	Director since 2006 ⁽⁷⁾	27	Independent consultant with over thirty years experience in financial services; has served on numerous domestic and international Boards.
David J. Boone ⁽³⁾ Calgary, Alberta, Canada	Director since 2006 ⁽⁷⁾	8,755	Professional Engineer; President and CEO of Barrick Energy (the oil and gas division of Barrick Gold Corp.); prior thereto, President, Escavar Energy Inc. (a private oil and natural gas company), 2003 to mid-2008.
William Friley ⁽⁴⁾ Calgary, Alberta, Canada	Director since 2006 ⁽⁷⁾	3,999	President and Chief Executive Officer of Telluride Oil and Gas Ltd. (a private oil and natural gas company), President of Skyland Oils Ltd. (a private oil and natural gas company), and Chairman of TimberRock Energy Corporation (a private oil and natural gas company); Lead Director of OFUM Oilsands Corp. (a private company) and Director of Silver Star Energy Services (a private company); Prior thereto, President and Chief Executive Officer of Triumph Energy Corporation (a public oil and natural gas company); Previously Director of Mustang Resources Inc. (a public oil and natural gas company); Past Chair of Canadian Association of Petroleum Producers.

Name and Municipality of Residence	Position with Harvest Operations	No. of Trust Units Held ⁽¹⁾	Principal Occupation
William D. Robertson ⁽²⁾ Calgary, Alberta, Canada	Director since 2008 ⁽⁷⁾	2,052	Fellow Chartered Accountant, (Retired) Partner of PricewaterhouseCoopers LLP where he acted as lead oil and gas specialist. Mr. Robertson has served on the CIM Petroleum Society Standing Committee on Reserve Definitions, the Alberta Securities Commission Financial Advisory Committee, the working sub-committee of the Alberta Securities Commission Taskforce of Oil and Gas Reporting and the Council of the Institute of Chartered Accounts of Alberta. Currently, Mr. Robertson serves on the boards of several public companies in the energy sector.
John Zahary Calgary, Alberta, Canada	President & Chief Executive Officer, Director since 2008 ⁽⁷⁾	133,103 ⁽⁶⁾	Professional Engineer, President and Chief Executive Officer of Harvest Operations since February 2006. From May 11, 2004 was President and Chief Executive Officer of VHI; and prior thereto was President of Petrovera Resources.
Robert Fotheringham Calgary, Alberta, Canada	Chief Financial Officer	35,845	Chartered Accountant, Chief Financial Officer of Harvest Operations since February 2006; From June 2004 to February 2, 2006 was Vice President, Finance and Chief Financial Officer of VHI; and, from February 2003 to April 2004 was Chief Financial Officer of Inter Pipeline Fund.
Rob Morgan Calgary, Alberta, Canada	Chief Operating Officer - Upstream	36,758	Professional Engineer, Chief Operating Officer - Upstream of Harvest Operations since February 2, 2006. Prior thereto was Vice President, Operations and Corporate Development of VHI since June 2004; Manager, Planning at Canadian Natural Resources Limited (a public oil and natural gas company) from March 2004 to June 2004; Vice President Corporate Development, and Vice President Engineering of Petrovera Resources (a private oil and natural gas company) from May 1999 to March 2004.
Brad Aldrich St Louis, Missouri, USA	Chief Operating Officer - Downstream	20,000	Engineer, on November 26, 2007 appointed Chief Operating Officer - Downstream; from 2006 to June 2007 was President & Chief Operating Officer of Changing World Technologies; from 2005 to 2006 was Vice President of Thermodyne Holdings Corp.; and prior thereto was Vice President, Production Yukos Oil Company
Gary Boukall Calgary, Alberta, Canada	Vice President, Geosciences	13,714	Professional Geologist, on March 16, 2007 appointed Vice President, Geosciences of Harvest Operations; from December 2002 to March 2007 held various positions with Harvest Operations including Chief Geologist, Manager of Geology and Manager of Geosciences.

Name and Municipality of Residence	Position with Harvest Operations	No. of Trust Units Held ⁽¹⁾	Principal Occupation
James Sheasby Calgary, Alberta, Canada	Vice President, Engineering	4,823	Professional Engineer; on March 16, 2007 appointed to Vice President, Engineering of Harvest Operations; from February 2, 2006 to March 2007 was Manager, Engineering of Harvest Operations; from November 2005 to February 2, 2006 was Manager, Engineering of VHI; from November 2004 to October 2005 was Vice President, Engineering of Hygait Resources; from February 2004 to October 2004 was an Exploitation Engineer at Canadian Natural Resources Ltd.; and prior thereto was a Team Lead at Petrovera Resources
Neil Sinclair Calgary, Alberta, Canada	Vice President, Operations	11,393	On March 16, 2007 was appointed Vice President, Operations of Harvest Operations; from February 2, 2006 to March 2007 was Manager, Operations of Harvest Operations; from June 9, 2004 to February 2, 2006 was Manager, Operations of VHI; from February 2004 to June 2004 was Manager of Technical Services of Penn West Petroleum Ltd.; and prior thereto was Manager, Operations at Petrovera Resources
Phil Reist Calgary, Alberta, Canada	Vice President, Controller	9,873	Chartered Accountant; on March 16, 2007 was appointed Vice President, Controller of Harvest Operations; from February 2, 2006 to March 2007 was Controller of Harvest Operations; from September 2005 to February 2, 2006 was Controller of VHI; from March 2004 to June 2005 was Vice President, Controller of Penn West Petroleum Ltd.; and prior thereto was Vice President, Finance and Controller of Petrovera Resources
Les Hogan Calgary, Alberta, Canada	Vice President, Land	Nil	Landman; on December 3, 2007 was appointed Vice President, Land of Harvest Operations; from June 2002 to November 2007 held various positions including Vice President Land and Community Affairs at Pioneer Natural Resources Canada.
David J. Rain Calgary, Alberta, Canada	Corporate Secretary	68,623	Chartered Accountant; Corporate Secretary of Harvest Operations since June 2002 and since June 1999 was Vice President, Finance and Chief Financial Officer and a Director of Caribou Capital Corp. (an investment management company); from July 2004 to February 2, 2006 was Vice President and Chief Financial Officer of Harvest Operations; and prior thereto was Vice President, Finance and Chief Financial Officer of Petrobank Energy and Resources Ltd.
Steven Saunders Calgary, Alberta, Canada	Assistant Corporate Secretary and Director of Taxation	5,124	Chartered Accountant; on March 16, 2007, was appointed Assistant Corporate Secretary of Harvest Operations and relinquished the Treasurer role; on February 2, 2006 to March 2007 was Treasurer of Harvest Operations and since November 2004 also the Director of Taxation; and prior thereto was International Tax Analyst with EnCana Corporation
Dean Beacon Calgary, Alberta, Canada	Treasurer	1,553	On March 16, 2007 appointed Treasurer of Harvest Operations; and prior thereto was a Senior Advisor, Corporate Finance at Talisman Energy Inc.

Notes:

- (1) Represents all Trust Units beneficially owned, controlled or directed, directly or indirectly as at March 24, 2009. Based upon information provided by the director or officer to the Trust.
- (2) Member of the Audit Committee.
- (3) Member of the Reserves, Safety and Environment Committee.
- (4) Member of the Compensation and Corporate Governance Committee.
- (5) Includes Trust Units held by entities controlled by Mr. Chernoff, and Trust Units held in RESP accounts for the benefit of Mr. Chernoff's children.
- (6) Includes 11,466 Trust Units held by Mr. Zahary's spouse.
- (7) The terms of office of all of the directors will expire at the next annual Unitholders' meeting of the Trust.

As at March 24, 2009, the directors and executive officers of Harvest Operations and their associates and affiliates, as a group, beneficially owned, or controlled or directed, directly or indirectly, approximately 7,238,127 Trust Units or approximately 4.5% of the outstanding Trust Units.

Corporate Cease Trade Orders or Bankruptcies

Mr. John A. Brussa was a director of Imperial Metals Limited, a corporation engaged in oil and natural gas and mining operations, in the year prior to that corporation implementing a plan of arrangement under the *Company Act* (British Columbia) and under the *Companies' Creditors Arrangement Act* (Canada), which resulted in the separation of its two businesses. The reorganization resulted in the creation of two public corporations: Imperial Metals Corporation and IEI Energy Inc. (subsequently renamed Rider Resources Ltd.). The plan of arrangement was completed in April 2002.

Mr. Verne G. Johnson was a director of Mystique Energy Inc., a corporation engaged in oil and gas operations that sought and was granted protection under the *Companies' Creditors Arrangement Act* (Canada) in April 2007. The corporation sold all of its assets under Court direction in July 2007 and repaid all outstanding debt and creditors.

Other than the items referenced above, to our knowledge, no director or executive officer of Harvest Operations is, or has been in the last ten years, a director, chief executive officer or chief financial officer of an issuer (including the Trust) that, (i) while that person was acting in that capacity was the subject of a cease trade order or similar order or an order that denied the issuer access to any exemptions under securities legislation, for a period of more than 30 consecutive days, (ii) was subject to an event that occurred while that person was acting in the capacity of director, chief executive officer or chief financial officer, which resulted, after that person ceased to be a director, chief executive officer or chief financial officer, in the issuer being the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under securities legislation, for a period of more than 30 consecutive days, or (iii) while that person was acting in the capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions or Personal Bankruptcy

No director, executive officer or Unitholder holding a sufficient number of Trust Units to affect materially the control of the Trust: (i) has been subject to, (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision; or (ii) has, within the last 10 years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromises with creditors, or had a receiver, receiver manager or trustee appointed to hold his or its assets.

Conflicts of Interest

Directors and officers of Harvest Operations may, from to time, be involved with the business and operations of other oil and gas issuers, in which case a conflict may arise (see "Risk Factors"). Properties will not be acquired

from officers or directors of Harvest Operations or persons not at arm's length with such persons at prices which are greater than fair market value, nor will Properties be sold to officers or directors of Harvest Operations or persons not at arm's length with such persons at prices which are less than fair market value in each case as established by an opinion of an independent financial advisor and approved by the independent members of the Harvest Board. There may be circumstances where certain transactions may also require the preparation of a formal valuation and the affirmative vote of Unitholders in accordance with the requirements of Multilateral Instrument 61-101.

Circumstances may arise where members of the Harvest Board serve as directors or officers of corporations which are in competition with the interests of Harvest Operations and the Trust. No assurances can be given that opportunities identified by such board members will be provided to Harvest Operations and the Trust.

LEGAL AND REGULATORY PROCEEDINGS

There are no legal proceedings which the Trust or any subsidiary of the Trust is or was a party to, or that any of their property is or was the subject of during the year ended December 31, 2008, nor are there any proceedings known to Harvest to be contemplated that involves a claim for damages exceeding ten per cent of our current assets, other than methyl tertiary butyl ether ("MTBE") proceedings against North Atlantic in *The State of New Hampshire versus Amerada Hess Corp. et al*, in of more than 100 MTBE product liability litigation cases that have been consolidated for pre-trial purposes in this matter. The plaintiffs seek relief for alleged contamination of ground water from the various defendants' use of the gasoline additive MTBE. Although the plaintiffs have not made a particular monetary demand, they are asserting collective and joint liability against all defendants. All consolidated law suits are at a preliminary stage and, accordingly, it is too early in the legal process to reach any conclusion regarding the ability of the State of New Hampshire to properly assert jurisdiction over North Atlantic in the lawsuit or to reach any conclusions regarding the substance of the plaintiffs' claims. Accordingly, the evaluation of the risk of liability to North Atlantic is not determinable at this time and no amounts are accrued in the combined financial statements in respect of this matter. In addition, Harvest received an indemnity under the Purchase and Sale Agreement from the vendor of the shares of North Atlantic, Vitol Group B.V., in respect of this contingent liability.

There were no penalties or sanctions imposed against the Trust or any subsidiary of the Trust by a court relating to securities legislation or by a securities regulatory authority during the year ended December 31, 2008 or any other penalties or sanctions imposed by a court or regulatory body against the Trust or any subsidiary of the Trust that would likely be considered important to a reasonable investor in making an investment decision. No settlement agreements were entered into by the Trust or any subsidiary of the Trust with a court relating to securities legislation or with a securities regulatory authority during the year ended December 31, 2008.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

There were no material interests, direct or indirect, of directors and executive officers of the Trust, any person or company that beneficially owns, or controls or directs, directly or indirectly more than 10% of the outstanding Trust Units, or any known associate or affiliate of such persons or company, in any transaction within the three most recently completed financial years or during the current financial year.

TRANSFER AGENT AND REGISTRAR

Valiant Trust Company, at its principal offices in Calgary, Alberta, is the transfer agent and registrar of the Trust Units, 9% Debentures Due 2009, 8% Debentures Due 2009, 6.5% Debentures Due 2010, 7.25% Debentures Due 2013, 7.25% Debentures Due 2014, and 7.5% Debentures Due 2015. The transfer agent and registrar of the 10.5% Debentures due 2008 and 6.40% Debentures Due 2012 is Computershare Trust Company of Canada at its principal offices in Calgary, Alberta and Toronto, Ontario.

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, the only material contracts entered into by the Trust within the most recently completed financial year, or before the most recently completed financial year but still in effect, are the following:

1. the Trust Indenture between Harvest Operations Corp. and Valiant Trust Company described in "Trust Indenture";
2. the Indenture between Harvest Energy Trust, Harvest Operations Corp. and Valiant Trust Company entered into in connection with the 9% Debentures Due 2009, 8% Debentures Due 2009, 6.5% Debentures Due 2010, 7.25% Debentures Due 2013, 7.25% Debentures Due 2014, and 7.50% Debentures Due 2015 and the Debenture Indenture between Viking Energy Royalty Trust and Computershare Trust Company of Canada entered into in connection with the 10.5% Debentures Due 2008 and 6.40% Debentures Due 2012 described in "General Description of Capital Structure – Debentures and the Debenture Indenture";
3. the Indenture between Harvest Operations Corp., the Subsidiary Guarantors, Harvest Energy Trust and U.S. Bank National Association entered into in connection with the 7^{7/8}% Senior Notes;
4. Amended and Restated Credit Agreement dated October 19, 2006;
5. the May 7, 2007 Amending Agreement to the Amended and Restated Credit Agreement; and
6. the Trust's Trust Unit Rights Incentive Plan and Unit Award Incentive Plan.

Copies of each of these documents have been filed on SEDAR at www.sedar.com.

INTERESTS OF EXPERTS

There is no person or company whose profession or business gives authority to a statement made by such person or company and who is named as having prepared or certified a report, valuation, statement or opinion described or included in a filing, or referred to in a filing, made under National Instrument 51-102 by the Trust during, or related to, the Trust's most recently completed financial year other than McDaniel and GLJ, the Trust's Independent Reserve Engineering Evaluators and KPMG LLP, the Trust's auditors. As at the date hereof, none of the principals of McDaniel and GLJ as a group, directly or indirectly, owned more than 1% of the Units and KPMG LLP has advised Harvest's Audit Committee that they are independent with respect to the Trust within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of Alberta.

In addition, none of the aforementioned persons or companies, nor any director, officer or employee of any of the aforementioned persons or companies, is or is expected to be elected, appointed or employed as a director, officer or employee of the Trust or of any associate or affiliate of the Trust except for John A. Brussa, a director of Harvest Operations, who is a partner at Burnet, Duckworth & Palmer LLP which law firm renders legal services to Harvest.

DISCLOSURE PURSUANT TO THE REQUIREMENTS OF THE NEW YORK STOCK EXCHANGE

As a Canadian issuer listed on the New York Stock Exchange (the "NYSE"), we are not required to comply with most of the NYSE rules and listing standards and instead may comply with domestic requirements. As a foreign private issuer, we are only required to comply with three of the NYSE Rules (i) have an audit committee that satisfies the requirements of the *United States Securities Exchange Act of 1934*; (ii) the Chief Executive Officer must promptly notify the NYSE in writing after an executive officer becomes aware of any material non-compliance with the applicable NYSE Rules; and (iii) provide a brief description of any significant differences between our corporate governance practices and those followed by U.S. companies listed under the NYSE. The Trust has disclosed in the corporate governance section of its website at www.harvestenergy.ca that it does not have an internal audit function. Except as described, the Trust is in compliance with the NYSE corporate governance standards in all other significant respects.

ADDITIONAL INFORMATION

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of securities and interests of insiders in material transactions, where applicable, is contained in the Trust's Information Circular – Proxy Statement dated March 24, 2009 which relates to the Annual and Special Meeting of Unitholders to

be held on May 19, 2009. Additional financial information is provided in Harvest's audited consolidated financial statements and notes thereto for the year ended December 31, 2008 and Harvest's management discussion and analysis for the year ended December 31, 2008 which may be found on SEDAR at www.sedar.com.

APPENDIX A

REPORT OF MANAGEMENT AND DIRECTORS ON RESERVES DATA AND OTHER INFORMATION

Management of Harvest Operations Corp. ("**Harvest Operations**") on behalf of Harvest Energy Trust (the "**Trust**") are responsible for the preparation and disclosure of information with respect to Harvest Operations' and the Trust's other subsidiaries' oil and natural gas activities in accordance with securities regulatory requirements. This information includes reserves data, which are estimates of proved reserves and probable reserves and related future net revenue as at December 31, 2008, estimated using forecast prices and costs.

An independent qualified reserves evaluator has evaluated Harvest Operations' and the Trust's other subsidiaries' reserves data. The report of the independent qualified reserves evaluator is presented below.

The Reserves, Safety & Environment Committee (the "**RSE Committee**") of the board of directors of Harvest Operations has:

- (a) reviewed Harvest Operations' procedures for providing information to the independent qualified reserves evaluators;
- (b) met with the independent qualified reserves evaluators to determine whether any restrictions affected the ability of the independent qualified reserves evaluators to report without reservation; and
- (c) reviewed the reserves data with management and the independent qualified reserves evaluators.

The RSE Committee of the board of directors has reviewed Harvest Operations' procedures for assembling and reporting other information associated with oil and natural gas activities and has reviewed that information with management. The board of directors has, on the recommendation of the RSE Committee, approved:

- (a) the content and filing with securities regulatory authorities of Form 51-101F1 containing reserves data and other oil and natural gas information;
- (b) the filing of Form 51-101F2 which is the report of the independent qualified reserves evaluators on the reserves data; and
- (c) the content and filing of this report.

Because the reserves data are based on judgments regarding future events, actual results will vary and the variations may be material. However, any variations should be consistent with the fact that reserves are categorized according to the probability of their recovery.

(signed) "John Zahary"
John Zahary
 President & CEO

(signed) "Rob Morgan"
Rob Morgan
 Vice President, Engineering & COO

(signed) "David Boone"
David Boone
 Director and Chairman of the RSE Committee

(signed) "Verne Johnson"
Verne Johnson
 Director and Member of the RSE Committee

March 27, 2009

APPENDIX B

REPORT ON RESERVES DATA BY INDEPENDENT QUALIFIED RESERVES EVALUATORS

To the Board of directors of Harvest Operations Corp. (the "**Harvest Operations**"):

1. We have evaluated Harvest Operations' and Harvest Energy Trust's other subsidiaries' reserves data as at December 31, 2008. The reserves data are estimates of proved reserves and probable reserves and related future net revenue as at December 31, 2008, estimated using forecast prices and costs.
2. The reserves data are the responsibility of Harvest Operations' management. Our responsibility is to express an opinion on the reserves data based on our evaluation.
3. We carried out our evaluation in accordance with standards set out in the Canadian Oil and Gas Evaluation Handbook (the "COGE Handbook") prepared jointly by the Society of Petroleum Evaluation Engineers (Calgary Chapter) and the Canadian Institute on Mining, Metallurgy & Petroleum (Petroleum Society).
4. Those standards require that we plan and perform an evaluation to obtain reasonable assurance as to whether the reserves data are free of material misstatement. An evaluation also includes assessing whether the reserves data are in accordance with the principles and definitions presented in the COGE Handbook.
5. The following table sets forth the estimated future net revenue (before deductions of income taxes) attributed to proved plus probable reserves, estimated using forecast prices and costs, and calculated using a discount rate of 10 percent, included in the reserves data of Harvest Operations evaluated by us for the year ended December 31, 2008. This table also identifies the respective portions thereof that we have evaluated and reported on to Harvest Operations' Management and Board of directors.

Independent Qualified Reserves Evaluator or Auditor	Preparation Date of Evaluation Report	Location of Reserves	Net Present Value of Future Net Revenue (Before Income Taxes, 10% Discount Rate)(\$M)			
			Audited	Evaluated	Reviewed	Total
McDaniel and Associates Consultants Ltd.	March 13, 2009	Canada	-	1,449,155	-	1,449,155
GLJ Petroleum Consultants Ltd.	March 9, 2009	Canada	-	2,445,133	-	2,445,133
Totals			-	3,894,288	-	3,894,288

6. In our opinion, the reserves data respectively evaluated by us have, in all material respects, been determined and are in accordance with the COGE Handbook.
7. We have no responsibility to update our reports referred to in paragraph 4 for events and circumstances occurring after their respective dates.
8. Because the reserves data are based on judgments regarding future events, actual results will vary and the variations may be material. However, any variations should be consistent with the fact that reserves are categorized according to the probability of their recovery.

Executed as to our report referred to above:

(Signed) McDaniel & Associates Consultants Ltd.
Calgary, Alberta, Canada
March 13, 2009

(Signed) GLJ Petroleum Consultants Ltd.
Calgary, Alberta, Canada
March 17, 2009

APPENDIX C

HARVEST OPERATIONS CORP. AUDIT COMMITTEE INFORMATION

Audit Committee Mandate and Terms of Reference

The Mandate and Terms of Reference of the Audit Committee of the board of directors is attached hereto as Appendix "D". The members of the Audit Committee are Dale Blue, Hector McFadyen, and William Robertson.

Composition of the Audit Committee

The Board of Directors has determined that each member of the Audit Committee is an "independent" director and "financially literate" in accordance with National Instrument 52-110. In considering criteria for the determination of financial literacy, the Board of Directors looked at the ability to read and understand a balance sheet, an income statement and cash flow statement of a public company as well as the director's past experience in reviewing or overseeing the preparation of financial statements.

Relevant Education and Experience

Name (Director Since)	Principal Occupation & Biography
Mr. Dale Blue (February 2006) <u>Other Canadian Public Board of Director Memberships</u> None	Mr. Blue received a Bachelor of Arts degree in economics from the University of Manitoba and has over thirty years experience in the financial services industry and has held senior positions with Chase Manhattan Bank of Canada and Chase Manhattan Bank in New York. He has also served on the Board of Directors of numerous Canadian public companies and various private companies.
Mr. Hector McFadyen (December 2002) <u>Other Canadian Public Board of Director Memberships</u> None	Mr. McFadyen has a Masters of Arts degree in economics from the University of Calgary and a Bachelor of Arts degree in economics from Sir George Williams University and has accumulated over 35 years of oil and natural gas industry experience primarily with a senior producer based in Alberta with significant international business interests where he served as a member of the senior management team. He currently serves as a Director of Hunting PLC (a public UK based international oil services company) and privately-held Computershare Trust Company of Canada.
Mr. William D. Robertson (August 2008) <u>Other Canadian Public Board of Director Memberships</u> Inter Pipeline Fund Cinch Energy Corp.	Mr. Robertson is a Fellow Chartered Accountant and was formerly the lead oil and gas specialist at Price Waterhouse and PriceWaterhouseCoopers in Calgary. After enjoying a 36-year career with the firm, Mr. Robertson retired from practice in 2002. Prior to this, he served on the CIM Petroleum Society Standing Committee on Reserve Definitions, the Financial Advisory Committee of the Alberta Securities Commission, the working sub committee of the Alberta Securities Commission on Oil and Gas Reporting and the Council of the Institute of Chartered Accountants of Alberta. Mr. Robertson graduated with a Bachelor of Commerce degree from the University of Alberta.

Pre-Approval of Policies and Procedures

All non-audit or special services performed by any independent accountants must be first approved by the Audit Committee. All remuneration provided to the Trust's auditor and any independent accountants are also approved by the Audit Committee. The Trust's auditor meets with the Audit Committee, without management present, at least annually and more often at the request of either the Audit Committee or the auditor.

External Auditor Service Fees***Audit Fees***

The aggregate fees billed by the Trust's external auditor in each of the last two fiscal years for audit services (audit and review of Harvest's annual financial statements and review of quarterly financial statements), were \$935,000 in 2008 and \$1,042,650 in 2007.

Audit and Related Fees

The aggregate fees billed in each of the last two fiscal years for assurance related services by the Trust's external auditor that are reasonably related to the performance of the audit or review of the Trust's financial statements that are not reported under "Audit Fees" above were \$75,000 in 2008 and \$369,000 in 2007. These fees are primarily related to prospectus comfort letters and French translation fees.

Tax Fees

The aggregate fees billed in each of the last two fiscal years for professional services rendered by the Trust's external auditor for regular tax compliance, tax advice and tax planning were nil in 2008 and 2007.

All Other Fees

The aggregate fees billed in each of the last two fiscal years for products and services provided by the Trust's auditors other than services reported above were nil in 2008 and nil in 2007.

APPENDIX D

HARVEST OPERATIONS CORP. AUDIT COMMITTEE MANDATE AND TERMS OF REFERENCE

Role and Objective

The Audit Committee (the "**Committee**") is a committee of the board of directors (the "**Board**") of Harvest Operations Corp. ("**Harvest Operations**") to which the Board has delegated its responsibility for oversight of the nature and scope of the annual audit, management's reporting on internal accounting standards and practices, financial information and accounting systems and procedures, financial reporting and statements and recommending, for approval of the Board, the audited financial statements, interim financial statements and other mandatory disclosure releases containing financial information. The primary objectives of the Committee are as follows:

1. to assist directors to meet their responsibilities (especially for accountability) in respect of the preparation and disclosure of the financial statements of Harvest and related matters;
2. to provide better communication between directors and external auditors;
3. to enhance the external auditor's independence;
4. to increase the credibility and objectivity of financial reports; and
5. to strengthen the role of the outside directors by facilitating in depth discussions between directors on the Committee, management and external auditors.

Membership of Committee

1. The Committee shall be comprised of at least three (3) directors of Harvest Operations, none of whom are members of management of Harvest Operations and all of whom are "independent" (as such term is used in Multilateral Instrument 52-110 — Audit Committees ("**MI 52-110**") unless the Board shall have determined that the exemption contained in Section 3.6 of MI 52-110 is available and has determined to rely thereon.
2. The Board shall appoint the Committee Chair, who shall be an unrelated director.
3. All of the members of the Committee shall be "financially literate" (as defined in MI 52-110) unless the Board shall determine that an exemption under MI 52-110 from such requirement in respect of any particular member is available and has determined to rely thereon in accordance with the provisions of MI 52-110.

Mandate and Responsibilities of Committee

1. It is the responsibility of the Committee to oversee the work of the external auditors, including resolution of disagreements between management and the external auditors regarding financial reporting.
2. It is the responsibility of the Committee to satisfy itself on behalf of the Board with respect to Harvest's Internal Control Systems:
 - (a) identifying, monitoring and mitigating business risks; and
 - (b) ensuring compliance with legal, ethical and regulatory requirements.

3. It is a primary responsibility of the Committee to review the annual and interim financial statements of Harvest and related management's discussion and analysis ("**MD&A**") prior to their submission to the Board for approval. The process should include but not be limited to:
 - (a) reviewing changes in accounting principles and policies, or in their application, which may have a material impact on the current or future years' financial statements;
 - (b) reviewing significant accruals, reserves or other estimates such as the ceiling test calculation;
 - (c) reviewing accounting treatment of unusual or non-recurring transactions;
 - (d) ascertaining compliance with covenants under loan agreements;
 - (e) reviewing disclosure requirements for commitments and contingencies;
 - (f) reviewing adjustments raised by the external auditors, whether or not included in the financial statements;
 - (g) reviewing unresolved differences between management and the external auditors; and
 - (h) obtain explanations of significant variances with comparative reporting periods.
4. The Committee is to review the financial statements, prospectuses, MD&A, annual information forms ("**AIF**") and all public disclosure containing audited or unaudited financial information (including, without limitation, annual and interim press releases and any other press releases disclosing earnings or financial results) before release and prior to Board approval. The Committee must be satisfied that adequate procedures are in place for the review of Harvest's disclosure of all other financial information and shall periodically assess the accuracy of those procedures.
5. With respect to the appointment of external auditors by the Board, the Committee shall:
 - (a) recommend to the Board the external auditors to be nominated;
 - (b) recommend to the Board the terms of engagement of the external auditor, including the compensation of the auditors and a confirmation that the external auditors shall report directly to the Committee;
 - (c) on an annual basis, review and discuss with the external auditors all significant relationships such auditors have with the Trust to determine the auditors' independence;
 - (d) when there is to be a change in auditors, review the issues related to the change and the information to be included in the required notice to securities regulators of such change; and
 - (e) review and pre-approve any non-audit services to be provided to Harvest or its subsidiaries by the external auditors and consider the impact on the independence of such auditors. The Committee may delegate to one or more independent members the authority to pre-approve non-audit services, provided that the member report to the Committee at the next scheduled meeting such pre-approval and the member comply with such other procedures as may be established by the Committee from time to time.
6. Review with external auditors (and internal auditor if one is appointed by Harvest) their assessment of the internal controls of Harvest, their written reports containing recommendations for improvement, and management's response and follow-up to any identified weaknesses. The Committee shall also review annually with the external auditors their plan for their audit and, upon completion of the audit, their reports upon the financial statements of Harvest and its subsidiaries.

7. The Committee shall review risk management policies and procedures of Harvest (i.e. hedging, litigation and insurance).
8. The Committee shall establish a procedure for:
 - (a) the receipt, retention and treatment of complaints received by Harvest regarding accounting, internal accounting controls or auditing matters; and
 - (b) the confidential, anonymous submission by employees of Harvest of concerns regarding questionable accounting or auditing matters.
9. The Committee shall review and approve Harvest's hiring policies regarding partners and employees and former partners and employees of the present and former external auditors of Harvest.
10. The Committee shall have the authority to investigate any financial activity of Harvest. All employees of Harvest are to cooperate as requested by the Committee.
11. The Committee may retain persons having special expertise and/or obtain independent professional advice to assist in filling their responsibilities at the expense of Harvest without any further approval of the Board.

Meetings and Administrative Matters

1. At all meetings of the Committee every question shall be decided by a majority of the votes cast. In case of an equality of votes, the Chairman of the meeting shall not be entitled to a second or casting vote.
2. The Chair shall preside at all meetings of the Committee, unless the Chair is not present, in which case the members of the Committee present shall designate from among the members present the Chair for purposes of the meeting.
3. A quorum for meetings of the Committee shall be a majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those governing the Board unless otherwise determined by the Committee or the Board.
4. Meetings of the Committee should be scheduled to take place at least four times per year. Minutes of all meetings of the Committee shall be taken. The Chief Financial Officer shall attend meetings of the Committee, unless otherwise excused from all or part of any such meeting by the Chairman.
5. The Committee shall meet with the external auditor at least once per year (in connection with the preparation of the year end financial statements) and at such other times as the external auditor and the Committee consider appropriate.
6. Agendas, approved by the Chair, shall be circulated to Committee members along with background information on a timely basis prior to the Committee meetings.
7. The Committee may invite such officers, directors and employees of Harvest Operations as it may see fit from time to time to attend at meetings of the Committee and assist thereat in the discussion and consideration of the matters being considered by the Committee.
8. Minutes of the Committee will be recorded and maintained and circulated to directors who are not members of the Committee or otherwise made available at a subsequent meeting of the Board.
9. The Committee may retain persons having special expertise and/or obtain independent professional advice to assist in fulfilling its responsibilities at the expense of Harvest Operations.

10. Any members of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee as soon as such member ceases to be a director. The Board may fill vacancies on the Committee by appointment from among its members. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains. Subject to the foregoing, each member of the Committee shall hold such office until the close of the next annual meeting of Unitholders following appointment as a member of the Committee.

Any issues arising from these meetings that bear on the relationship between the Board and management should be communicated to the Chairman of the Board.