



Ovintiv Inc.

Non-GAAP Definitions and Reconciliations
(unaudited)

For the period ended March 31, 2021

(U.S. Dollars)

For the period ended March 31, 2021
(US\$ millions, except per share amounts or as indicated)

Non-GAAP Cash Flow, Non-GAAP Cash Flow Per Share (CFPS), Non-GAAP Free Cash Flow and Non-GAAP Cash Flow Margin – Non-GAAP Cash Flow is defined as cash from (used in) operating activities excluding net change in other assets and liabilities, net change in non-cash working capital and current tax on sale of assets. Non-GAAP CFPS is Non-GAAP Cash Flow divided by the weighted average number of shares of common stock outstanding. Non-GAAP Free Cash Flow is defined as Non-GAAP Cash Flow in excess of capital expenditures, excluding net acquisitions and divestitures. Non-GAAP Cash Flow Margin is Non-GAAP Cash Flow per BOE of production. Management believes these measures are useful to the Company and its investors as a measure of operating and financial performance across periods and against other companies in the industry, and are an indication of the Company’s ability to generate cash to finance capital programs, to service debt and to meet other financial obligations. These measures are used, along with other measures, in the calculation of certain performance targets for the Company’s management and employees.

Non-GAAP Cash Flow	YTD 2021
Cash from (used in) Operating Activities	\$ 827
Deduct (add back):	
Net change in other assets and liabilities	(6)
Net change in non-cash working capital	(57)
Current tax on sale of assets	-
Non-GAAP Cash Flow	\$ 890
Per Share - Basic	\$ 3.42
Per Share - Diluted	3.35

Non-GAAP Free Cash Flow	
Non-GAAP Cash Flow	\$ 890
Deduct:	
Capital expenditures	350
Non-GAAP Free Cash Flow	\$ 540

Non-GAAP Cash Flow Margin	
Non-GAAP Cash Flow	\$ 890
Divided by:	
Production volumes (MMBOE)	48.4
Non-GAAP Cash Flow Margin (\$/BOE)	\$ 18.39

Non-GAAP Operating Earnings (Loss) – is defined as Net Earnings (Loss) excluding non-recurring or non-cash items that management believes reduces the comparability of the Company’s financial performance between periods. These items may include, but are not limited to, unrealized gains/losses on risk management, impairments, restructuring charges, non-operating foreign exchange gains/losses, gains/losses on divestitures and gains on debt retirement. Income taxes includes adjustments to normalize the effect of income taxes calculated using the estimated annual effective income tax rate. In addition, any valuation allowances are excluded in the calculation of income taxes.

Non-GAAP Operating Earnings (Loss)	YTD 2021
Net Earnings (Loss) (Before Income Tax)	\$ 133
Before-tax (Addition) Deduction:	
Unrealized gain (loss) on risk management	(271)
Impairments	-
Restructuring charges	(6)
Non-operating foreign exchange gain (loss)	(2)
Gain (loss) on divestitures	-
Gain on debt retirement	-
Adjusted Net Earnings (Loss) Before Income Tax	412
Income tax expense (recovery)	119
Non-GAAP Operating Earnings (Loss)	\$ 293
Per Share - Basic	\$ 1.13
Per Share - Diluted	1.10

Debt to Capitalization – Debt is defined as long-term debt, including the current portion. Capitalization includes debt and total shareholders' equity. Debt to Capitalization is a non-GAAP measure monitored by management as an indicator of the Company's overall financial strength.

Debt to Capitalization	YTD 2021
Long-term debt, including current portion	\$ 6,418
Total shareholders' equity	4,134
Capitalization	\$ 10,552
Debt to Capitalization	61%

Debt to Adjusted Capitalization – Debt to Adjusted Capitalization is a proxy for Ovintiv's financial covenant under the Company's credit facilities which require debt to adjusted capitalization to be less than 60 percent. Adjusted Capitalization includes debt, total shareholders' equity and an equity adjustment for cumulative historical ceiling test impairments recorded as at December 31, 2011 in conjunction with the Company's January 1, 2012 adoption of U.S. GAAP.

Debt to Adjusted Capitalization	YTD 2021
Long-term debt, including current portion	\$ 6,418
Total shareholders' equity	4,134
Equity adjustment for impairments at December 31, 2011	7,746
Adjusted Capitalization	\$ 18,298
Debt to Adjusted Capitalization	35%

Net Debt, Adjusted EBITDA and Net Debt to Adjusted EBITDA – Net Debt is defined as long-term debt, including the current portion, less cash and cash equivalents. Adjusted EBITDA is defined as trailing 12-month net earnings (loss) before income taxes, DD&A, impairments, accretion of asset retirement obligation, interest, unrealized gains/losses on risk management, foreign exchange gains/losses, gains/losses on divestitures and other gains/losses. Net Debt to Adjusted EBITDA is a non-GAAP measure monitored by management as an indicator of the Company's overall financial strength.

Net Debt	YTD 2021
Long-term debt, including current portion	\$ 6,418
Less:	
Cash and cash equivalents	9
Net Debt	\$ 6,409

	Q2 2020	Q3 2020	Q4 2020	Q1 2021	Trailing 12-months
Net Debt					\$ 6,409
Net Earnings (Loss)	\$ (4,383)	\$ (1,521)	\$ (614)	309	(6,209)
Add back (deduct):					
Depreciation, depletion and amortization	493	406	401	308	1,608
Impairments	3,250	1,336	717	-	5,303
Accretion of asset retirement obligation	9	8	3	6	26
Interest	86	97	92	87	362
Unrealized (gains) losses on risk management	679	243	186	271	1,379
Foreign exchange (gain) loss, net	(40)	(25)	(34)	(7)	(106)
(Gain) loss on divestitures, net	-	-	-	-	-
Other (gains) losses, net	(16)	(18)	(7)	(18)	(59)
Income tax expense (recovery)	294	(39)	(28)	(176)	51
Adjusted EBITDA	\$ 372	\$ 487	\$ 716	\$ 780	\$ 2,355
Net Debt to Adjusted EBITDA (times)					2.7

Return on Capital Employed (ROCE) – ROCE is defined as Adjusted Operating Earnings divided by Capital Employed. Adjusted Operating Earnings is defined as trailing 12-month Non-GAAP Operating Earnings (Loss) plus after-tax interest expense. Capital Employed is defined as average debt plus average shareholders' equity.

Adjusted Non-GAAP Operating Earnings (Loss)	YTD 2021
Non-GAAP Operating Earnings (Loss)	\$ 357
Plus:	
Interest expense, after-tax @ 24%	275
Adjusted Non-GAAP Operating Earnings (trailing 12-month)	\$ 632
Capital Employed	
Average debt	\$ 6,712
Plus:	
Average shareholders' equity	7,163
Capital Employed	\$ 13,875
Return on Capital Employed	4.6%

Upstream Operating Cash Flow, excluding Risk Management, Upstream Operating Free Cash Flow – Upstream Operating Cash Flow, excluding Risk Management, is a measure that adjusts the USA and Canadian Operations revenues for production, mineral and other taxes, transportation and processing expense, operating expense and the impacts of realized risk management activities. Upstream Operating Free Cash Flow is defined as Upstream Operating Cash Flow in excess of capital investment, excluding net acquisitions and divestitures. Management monitors these measures as it reflects operating performance and measures the amount of cash generated from the Company's upstream

Upstream Operating Cash Flow, including/excluding Risk Management	YTD 2021
Upstream Operating Cash Flow, including Risk Management	
USA Operations	\$ 585
Canadian Operations	298
	\$ 883
(Add back) deduct:	
Realized Gain (Loss) on Risk Management	
USA Operations	\$ (136)
Canadian Operations	(22)
	\$ (158)
Upstream Operating Cash Flow, excluding Risk Management	
USA Operations	\$ 721
Canadian Operations	320
	\$ 1,041
Upstream Operating Free Cash Flow	
Upstream Operating Cash Flow, excluding Risk Management	\$ 1,041
Capital Expenditures	350
	\$ 691

Corporate Costs – are defined as the summation of administrative expense and interest expense.

Corporate Costs	YTD 2021
Administrative *	\$ 122
Interest	87
	\$ 209
* Includes the following:	
Administrative, excluding Long-Term Incentive Costs,	
Restructuring Costs and Current Expected Credit Losses	\$ 81
Long-term incentive costs	35
Restructuring costs	6
Current expected credit losses	-
Total Administrative	\$ 122

Total Costs – is a non-GAAP measure which includes the summation of production, mineral and other taxes, upstream transportation and processing expense, upstream operating expense and administrative expense, excluding the impact of long-term incentive costs, restructuring costs and current expected credit losses. It is calculated as total operating expenses excluding non-upstream operating costs and non-cash items which include operating expenses from the Market Optimization and Corporate and Other segments, depreciation, depletion and amortization, impairments, accretion of asset retirement obligation, long-term incentive costs, restructuring costs and current expected credit losses. When presented on a per BOE basis, Total Costs is divided by production volumes. Management believes this measure is useful to the Company and its investors as a measure of operational efficiency across periods.

Total Costs per BOE	YTD 2021
Total Operating Expenses	\$ 1,643
Deduct (add back):	
Market optimization operating expenses	653
Corporate & other operating expenses	-
Depreciation, depletion and amortization	308
Impairments	-
Accretion of asset retirement obligation	6
Long-term incentive costs	42
Restructuring costs	6
Current expected credit losses	-
Total Costs	628
Divided by:	
Production volumes (MMBOE)	48.4
Total Costs per BOE *	\$ 12.93

* Calculated using whole dollars and volumes.

Total Costs per BOE (alternate presentation disclosed in prior periods)	YTD 2021
Production, mineral and other taxes	\$ 60
Upstream transportation and processing	337
Upstream operating	157
Administrative	122
Deduct (add back):	
Long-term incentive costs	42
Restructuring costs	6
Current expected credit losses	0
Total Costs	628
Divided by:	
Production volumes (MMBOE)	48.4
Total Costs per BOE *	\$ 12.93

* Calculated using whole dollars and volumes.

Normalized Interest – Interest expense on long-term debt, excluding one-time charges associated with the early retirement of long-term debt. Management believes Normalized Interest is a useful indicator of ongoing interest costs associated with long-term debt that is more comparable between periods as it eliminates certain one-time costs.

Normalized Administrative Expense – Administrative expense excluding long-term incentive costs, restructuring costs and current expected credit losses. Management believes Normalized Administrative Expense is a useful indicator of ongoing controllable base administrative costs that are more comparable between periods and against other companies in the industry as it eliminates certain one-time and non-cash impacts.

After-Tax Rate of Return (ATROR) – The discount rate at which the net present value of the after-tax cash flows is equal to zero. Ovintiv uses nine percent as the discount rate for its standard investment decisions, which is intended to represent the Company's long-term cost of capital. For project evaluation, cost of capital includes land, drilling and completion costs (D&C), seismic, facilities and gathering. D&C costs include all capital outlay for activities related to drilling and completing the well in addition to permanent production equipment such as site compressors, separation equipment and liquid storage tanks.

Corporate Return – For project evaluation, Corporate Return is defined as the project's ATROR after incorporating a burden rate per BOE to cover corporate overhead costs, such as administrative and interest expenses. Corporate Return is used by management as an internal measure of the profitability of a play.

Operating Margin/Operating Cash Flow/Operating Netback – Product revenues less costs associated with delivering the product to market, including production, mineral and other taxes, transportation and processing and operating expenses. When presented on a per BOE basis, Operating Netback is defined as indicated divided by average barrels of oil equivalent sales volumes. Operating Margin/Operating Cash Flow/Operating Netback is used by management as an internal measure of the profitability of a play.

Free Operating Cash Flow – Operating Cash Flow in excess of capital investment, excluding net acquisitions and divestitures.

Income Margin – Operating Margin less finding and development costs, non-well capital costs and allocated overhead costs, such as administrative and interest expenses. When presented on a per BOE basis, Income Margin is defined as indicated divided by average barrels of oil equivalent production volumes. Income Margin is used by management as an internal measure of the profitability of a play.

Development Capital – Includes drilling, completion and facility costs, but excludes land and lease, seismic, appraisal and capitalized internal costs. Capitalized internal costs include salaries, benefits and other costs directly identifiable with acquisition, exploration and development activities.

Non-well Capital – All capital, excluding drilling, completions, equipment and tie-in capital.

Debt to Debt Adjusted Cash Flow (D/DACF) – A measure monitored by management as an indicator of the Company's overall financial strength. DDCF is defined as Non-GAAP Cash Flow on a trailing 12-month basis excluding interest expense before tax.

Annualized Leverage – Represents normalized leverage for the period presented, calculated by annualizing Net Debt to Adjusted EBITDA using Adjusted EBITDA generated in the period.

Netback Calculation

Netback is a common metric used in the oil and gas industry to measure operating performance on a per-unit basis and is considered a non-GAAP measure. The netbacks disclosed below do not meet the requirements outlined in National Instrument 51-101 and have been calculated on a BOE basis using upstream product revenues, excluding the impact of realized gains and losses on risk management, less costs associated with delivering the product to market, including production, mineral and other taxes, transportation and processing expense and operating expense.

Selected Financial Data ⁽¹⁾

(US\$ millions)	2021	2020				
	Q1	Year	Q4	Q3	Q2	Q1
USA Operations						
Upstream Product Revenue ^(2,3)	1,018	2,698	799	670	429	800
Production, mineral and other taxes	55	158	43	43	24	48
Transportation and processing	113	453	108	109	115	121
Operating ⁽⁴⁾	129	485	121	104	121	139
	721	1,602	527	414	169	492
Canadian Operations						
Upstream Product Revenue ^(2,3)	574	1,346	442	309	244	351
Production, mineral and other taxes	5	15	4	4	3	4
Transportation and processing	224	829	215	203	198	213
Operating ⁽⁴⁾	28	100	25	24	25	26
	317	402	198	78	18	108
Total Operations						
Upstream Product Revenue ^(2,3)	1,592	4,044	1,241	979	673	1,151
Production, mineral and other taxes	60	173	47	47	27	52
Transportation and processing	337	1,282	323	312	313	334
Operating ⁽⁴⁾	157	585	146	128	146	165
	1,038	2,004	725	492	187	600

⁽¹⁾ Segmented financial information per the notes to Ovintiv's financial statements.

⁽²⁾ Excludes the impact of realized gains and losses on risk management.

⁽³⁾ Excludes service revenues, certain other revenues and royalty adjustments with no associated production volumes.

⁽⁴⁾ Excludes other operating expenses with no associated production volumes.

Sales Volumes ⁽¹⁾

(BOE)	2021	2020				
	Q1	Year	Q4	Q3	Q2	Q1
USA Operations	26,347,680	117,309,222	29,378,268	28,024,304	28,525,770	31,380,804
Canadian Operations	22,112,820	81,944,472	21,933,996	18,979,968	20,375,355	20,655,180
Total	48,460,500	199,253,694	51,312,264	47,004,272	48,901,125	52,035,984

⁽¹⁾ Numbers may not add due to the calculation of volumes, which is based on sales volumes per day on a BOE basis times the number of days in the period.

Calculated Operating Netback, excluding the Impact of Realized Gains (Losses) on Risk Management ⁽¹⁾

(US\$/BOE)	2021	2020				
	Q1	Year	Q4	Q3	Q2	Q1
Total USA Operations						
Price	38.64	23.00	27.20	23.91	15.04	25.49
Production, mineral and other taxes	2.09	1.35	1.46	1.53	0.84	1.53
Transportation and processing	4.29	3.86	3.68	3.89	4.03	3.86
Operating	4.90	4.13	4.12	3.71	4.24	4.43
Netback	27.36	13.66	17.94	14.77	5.92	15.68
Total Canadian Operations						
Price	25.96	16.43	20.15	16.28	11.98	16.99
Production, mineral and other taxes	0.23	0.18	0.18	0.21	0.15	0.19
Transportation and processing	10.13	10.12	9.80	10.70	9.72	10.31
Operating	1.27	1.22	1.14	1.26	1.23	1.26
Netback	14.34	4.91	9.03	4.11	0.88	5.23
Total Operations						
Price	32.85	20.30	24.19	20.83	13.76	22.12
Production, mineral and other taxes	1.24	0.87	0.92	1.00	0.55	1.00
Transportation and processing	6.95	6.43	6.29	6.64	6.40	6.42
Operating	3.24	2.94	2.85	2.72	2.99	3.17
Netback	21.42	10.06	14.13	10.47	3.82	11.53

⁽¹⁾ May not add due to rounding. Ovintiv calculates reported netbacks using whole dollars and sales volumes. Accordingly, the calculations above may differ from the reported netbacks due to the effects of rounding both dollars and volumes.