

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The MD&A is intended to provide a narrative description of the Company's business from management's perspective. This MD&A should be read in conjunction with the unaudited interim Condensed Consolidated Financial Statements and accompanying notes for the period ended September 30, 2021 ("Consolidated Financial Statements"), which are included in Part I, Item 1 of this Quarterly Report on Form 10-Q and the audited Consolidated Financial Statements and accompanying notes and MD&A for the year ended December 31, 2020, which are included in Items 8 and 7, respectively, of the 2020 Annual Report on Form 10-K.

Common industry terms and abbreviations are used throughout this MD&A and are defined in the Definitions, Conversions and Conventions sections of this Quarterly Report on Form 10-Q. This MD&A includes the following sections:

- [Executive Overview](#)
- [Results of Operations](#)
- [Liquidity and Capital Resources](#)
- [Non-GAAP Measures](#)

Executive Overview

Strategy

Ovintiv is a leading North American energy producer that is focused on developing its multi-basin portfolio of oil, NGLs and natural gas producing plays. Ovintiv is committed to growing long-term shareholder value by delivering on its strategic priorities and pursuing the key business objectives of preserving financial strength, maintaining disciplined capital allocation and maximizing profitability through execution excellence, commercial acumen, and risk management, while driving environmental, social and governance progress.

In support of the Company's commitment to growing shareholder value, Ovintiv announced a capital allocation framework that outlines increasing returns to shareholders as well as continuing the Company's progress on debt reduction.

Ovintiv is delivering results in a socially and environmentally responsible manner. Thoughtfully developed best practices are deployed across its assets, allowing the Company to capitalize on operational efficiencies and decrease emissions intensity. The Company's sustainability reporting, which outlines its key metrics and progress achieved relating to ESG practices can be found on the Company's website.

In executing its strategy, Ovintiv focuses on its core values of One, Agile, Innovative and Driven, which guide the organization to be flexible, responsive and determined. The Company is committed to excellence with a passion to drive corporate financial performance and succeed as a team.

Ovintiv continually reviews and evaluates its strategy and changing market conditions in order to maximize cash flow generation from its top tier assets located in some of the best plays in North America, referred to as the "Core Assets". As at September 30, 2021, the Core Assets comprised Permian and Anadarko in the U.S., and Montney in Canada. These Core Assets form a multi-basin portfolio of oil, NGLs and natural gas producing plays enabling flexible and efficient investment of capital that support the Company's strategy.

For additional information on Ovintiv's strategy, its reporting segments and the plays in which the Company operates, refer to Items 1 and 2 of the 2020 Annual Report on Form 10-K.

In evaluating its operations and assessing its leverage, Ovintiv reviews performance-based measures such as Non-GAAP Cash Flow, Non-GAAP Cash Flow Margin, Total Costs and debt-based metrics such as Debt to Adjusted Capitalization, Net Debt and Net Debt to Adjusted EBITDA, which are non-GAAP measures and do not have any standardized meaning under U.S. GAAP. These measures may not be similar to measures presented by other issuers and should not be viewed as a substitute for measures reported under U.S. GAAP. Additional information regarding

these measures, including reconciliations to the closest GAAP measure, can be found in the Non-GAAP Measures section of this MD&A.

Highlights

During the first nine months of 2021, the Company focused on executing its 2021 capital plan aimed at maximizing profitability through operational and capital efficiencies, delivering cash from operating activities and using excess cash flows to reduce total long-term debt. Higher upstream product revenues in the first nine months of 2021 compared to 2020 resulted from higher average realized prices, excluding the impact of risk management activities. Increases in average realized liquids and natural gas prices of 91 percent and 88 percent, respectively, were primarily due to higher benchmark prices. Ovintiv continues to focus on optimizing realized prices from the diversification of the Company's downstream markets.

The Company continued to deliver significant cash from operating activities while reducing its total long-term debt balance. Cash from operating activities of \$2,389 million included a net realized loss of \$725 million on settlement of risk management positions and a current income tax recovery of \$156 million primarily due to the resolution of certain tax items relating to prior taxation years. The Company used excess cash flows to reduce its total long-term debt balance by \$2,094 million in the first nine months of 2021.

Significant Developments

- On April 28, 2021, the Company closed the sale of its previously announced Duvernay assets and received proceeds of approximately \$238 million, after closing and other adjustments. The transaction had an effective date of January 1, 2021.
- On May 19, 2021, the Company closed the sale of its previously announced Eagle Ford assets and received proceeds of approximately \$762 million, after closing and other adjustments. The transaction had an effective date of January 1, 2021.
- On May 19, 2021, the Company announced its intention to redeem the Company's \$600 million, 5.75 percent senior notes due January 30, 2022, and its \$518 million, 3.90 percent senior notes due November 15, 2021. The senior notes were redeemed on June 18, 2021 and August 16, 2021, respectively. The combined debt redemptions are expected to result in annualized interest savings of over \$50 million.
- On July 27, 2021, Ovintiv announced an increase of about 50 percent to its quarterly dividend payment representing an annualized dividend of \$0.56 per share of common stock as part of the Company's commitment to returning capital to shareholders.
- On September 9, 2021, Ovintiv announced a new capital allocation framework to support the Company's strategy of increasing shareholder returns as well as reducing Net Debt.
- On September 28, 2021, Ovintiv announced it received regulatory approval to commence a NCIB that enables the Company to purchase, for cancellation, up to approximately 26 million shares of common stock over a 12-month period from October 1, 2021 to September 30, 2022. The number of shares authorized for purchase represents approximately 10 percent of Ovintiv's issued and outstanding shares of common stock as at September 20, 2021. The Company plans to fund the NCIB through its new capital allocation framework.
- On October 6, 2021, Ovintiv launched its sustainability website, which highlights the Company's progress on ESG metrics and initiatives, and announced several sustainability milestones related to emission reductions, social responsibility, and corporate governance. The Company announced it expects to achieve a 33 percent reduction in methane emissions intensity in 2021, four years ahead of schedule, and set a target to reduce Ovintiv's GHG emissions intensity by greater than 20 percent compared to 2019 levels by the end of 2021.

Financial Results

Three months ended September 30, 2021

- Reported net loss of \$72 million, including net losses on risk management in revenues of \$950 million, before tax.
- Generated cash from operating activities of \$812 million, Non-GAAP Cash Flow of \$845 million and Non-GAAP Cash Flow Margin of \$17.17 per BOE.
- Paid dividends of \$0.14 per share of common stock totaling \$37 million.
- Reduced total long-term debt by \$523 million.

Nine months ended September 30, 2021

- Reported net earnings of \$32 million, including net losses on risk management in revenues of \$2,176 million, before tax and a current income tax recovery of \$156 million.
- Generated cash from operating activities of \$2,389 million, Non-GAAP Cash Flow of \$2,468 million and Non-GAAP Cash Flow Margin of \$16.66 per BOE.
- Paid dividends of \$0.3275 per share of common stock totaling \$86 million.
- Had \$4.3 billion in total liquidity as at September 30, 2021, which included available credit facilities of \$4.0 billion, available uncommitted demand lines of \$278 million, and cash and cash equivalents of \$8 million.
- Reduced total long-term debt by \$2,094 million.
- Reported Net Debt to Adjusted EBITDA of 1.5 times.

Capital Investment

- Continued to execute the Company's 2021 capital plan with expenditures totaling \$1,098 million of which \$1,012 million, or 92 percent, was directed to the Core Assets.
- Focused on highly efficient capital activity and short-cycle high margin and/or low-cost projects providing flexibility to respond to fluctuations in commodity prices.

Production

Three months ended September 30, 2021

- Produced average liquids volumes of 273.6 Mbbls/d, which accounted for 51 percent of total production volumes. Average oil and plant condensate volumes of 188.7 Mbbls/d, represented 69 percent of total liquids production volumes.
- Produced average natural gas volumes of 1,566 MMcf/d, which accounted for 49 percent of total production volumes.

Nine months ended September 30, 2021

- Produced average liquids volumes of 278.7 Mbbls/d, which accounted for 51 percent of total production volumes. Average oil and plant condensate volumes of 195.8 Mbbls/d, represented 70 percent of total liquids production volumes.
- Produced average natural gas volumes of 1,583 MMcf/d, which accounted for 49 percent of total production volumes.

Operating Expenses

- Incurred Total Costs in the first nine months of 2021 of \$1,918 million, or \$12.97 per BOE, an increase of \$178 million and an increase of \$1.20 per BOE compared to the first nine months of 2020. Total Costs is defined in the Non-GAAP Measures section of this MD&A. Significant items in the first nine months of 2021 compared to 2020 impacting Total Costs include:
 - Higher upstream transportation and processing expenses of \$105 million, primarily due to higher production volumes in Montney and a higher U.S./Canadian dollar exchange rate;
 - Higher production, mineral and other taxes of \$84 million, primarily due to higher commodity prices; and
 - Lower upstream operating expenses, excluding long-term incentive costs, of \$16 million primarily due to durable cost savings including workforce reductions in 2020.
- Total Operating Expenses in the first nine months of 2021 of \$5,245 million decreased by \$4,120 million, primarily due to the non-cash ceiling test impairment of \$4,863 million recognized in the first nine months of 2020.

Additional information on Total Costs items and Total Operating Expenses above can be found in the Results of Operations section of this MD&A.

2021 Outlook

Industry Outlook

Oil Markets

The oil and gas industry is cyclical and commodity prices are inherently volatile. Oil prices reflect global supply and demand dynamics as well as the geopolitical and macroeconomic environment.

Oil prices during 2021 will continue to be impacted by the global containment of the coronavirus (“COVID-19”), pace of economic recovery, OPEC+ production levels, and the potential for higher U.S. production. The distribution of COVID-19 vaccines continues to drive optimism and oil demand as countries reopen their economies. Upward pressures on oil prices and the tightening of global oil inventories during the first nine months of 2021 were mainly caused by OPEC+ production cuts and increasing global demand for oil.

In July, OPEC+ announced monthly production increases starting from August until December 2021, and in October, reconfirmed production adjustments for November. OPEC+ plans to assess market developments in December and continues to meet regularly to review the state of global oil supply, demand and inventory levels.

Oil markets are expected to remain volatile as economic recovery centers on the COVID-19 vaccine rollouts and OPEC+ production cuts. COVID-19 variants may threaten the reopening of economies in certain countries while the gradual easing of OPEC+ oil production cuts, the potential for higher U.S. oil production, and macroeconomic risks could contribute to commodity market uncertainty.

Natural Gas Markets

Natural gas prices are primarily affected by structural changes in supply and demand as well as deviations from seasonally normal weather. In combination, these factors contributed to increased drawdowns of natural gas inventory and generally supported natural gas prices in the first nine months of 2021. Limited supply growth from U.S. producers combined with supportive weather conditions has contributed to a significant increase in natural gas prices during the third quarter of 2021. Natural gas prices for the remainder of 2021 are expected to be impacted by the interplay between gas production and associated gas from oil production, as well as changes in demand from the power generation sector, changes in export levels of liquified natural gas and impacts from seasonal weather.

Company Outlook

The Company continues to exercise discretion and discipline to optimize capital allocation throughout 2021 as oil demand recovers and the commodity price environment evolves. Ovintiv pursues innovative ways to reduce upstream operating and administrative expenses and expects to benefit from durable cost savings and efficiencies to maximize cash flows.

Markets for crude oil and natural gas are exposed to different price risks and are inherently volatile. While the market price for crude oil tends to move in the same direction as the global market, regional differentials may develop. Natural gas prices may vary between geographic regions depending on local supply and demand conditions. To mitigate price volatility and help sustain revenues, particularly during periods of low commodity prices, the Company enters into derivative financial instruments. As at September 30, 2021, the Company has hedged approximately 130.0 Mbbls/d of expected crude oil and condensate production and 1,145 MMcf/d of expected natural gas production for the remainder of the year. In addition, Ovintiv proactively utilizes transportation contracts to diversify the Company's sales markets, thereby reducing significant exposure to any given market and regional pricing.

Additional information on Ovintiv's hedging program can be found in Note 19 to the Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Capital Investment

The Company is on track to meet its \$1.5 billion 2021 capital investment program, the majority of which is allocated to the Core Assets with a focus on maximizing returns from high margin liquids to optimize cash flows. During the first nine months of 2021, the Company invested \$1,098 million, of which \$475 million was directed to Permian, \$289 million was directed to Montney, \$248 million was directed to Anadarko and the remainder was primarily directed to other upstream assets. Ovintiv will continue to evaluate its capital investment plans as the global economic environment evolves.

Ovintiv continually strives to improve well performance and lower costs through innovative techniques. Initiatives such as applying Simul-Frac techniques, a process of fracking pairs of wells at the same time instead of a single well, increases operational efficiencies and contributes to well cost savings. Ovintiv's large-scale cube development model utilizes multi-well pads and advanced completion designs to maximize returns and resource recovery from its reservoirs. The impact of Ovintiv's disciplined capital program and continuous innovation create flexibility to allocate capital in changing commodity markets and to maximize cash flows while preserving the long-term value of the Company's multi-basin portfolio.

Production

Ovintiv is strategically positioned in the current environment to maintain a flat liquids production profile while generating significant cash flows in excess of capital expenditures. During the first nine months 2021, average liquids production volumes were 278.7 Mbbls/d, or 51 percent of total production volumes, and average oil and plant condensate production volumes were 195.8 Mbbls/d, or 70 percent of total liquids production volumes. Average natural gas production volumes were 1,583 MMcf/d, or 49 percent of total production volumes. During the second quarter of 2021, the Company updated its full year 2021 guidance for oil and plant condensate production volumes to approximately 190.0 Mbbls/d to 195.0 Mbbls/d, other NGLs production volumes to approximately 80.0 Mbbls/d to 85.0 Mbbls/d and natural gas production volumes to approximately 1,550 MMcf/d to 1,575 MMcf/d. The updated guidance reflects the divestitures completed in the second quarter of 2021. During the third quarter of 2021, the Company narrowed its updated guidance range for oil and plant condensate production volumes to approximately 191.0 Mbbls/d to 194.0 Mbbls/d, other NGLs production volumes to approximately 82.0 Mbbls/d to 83.0 Mbbls/d and natural gas production volumes to approximately 1,555 MMcf/d to 1,570 MMcf/d. The Company expects to meet or exceed all of its production targets.

Operating Expenses

The Company will continue to benefit from cost savings measures implemented in 2020 which included workforce reductions and operating efficiencies. Ovintiv continues to pursue innovative ways to reduce upstream operating and administrative expenses. With rising activity in the oil and gas industry and the recovery of commodity prices, service

and supply costs are expected to increase. The Company strives to minimize any inflationary pressures with efficiency improvements and effective supply chain management.

In the second quarter of 2021, Ovintiv revised its expectation of Total Costs to approximately \$12.95 per BOE to \$13.20 per BOE to reflect higher than expected changes in foreign exchange rates and increased production taxes resulting from higher than expected commodity prices. Total Costs were \$12.97 per BOE in the first nine months of 2021 and are expected to remain well within the guidance range. Total Costs is defined in the Non-GAAP Measures section of this MD&A.

Long-term Debt Reduction

Ovintiv remains focused on strengthening its balance sheet. Since the second quarter of 2020, the Company has allocated \$2,575 million in excess cash flows to reduce its total long-term debt balance, which included proceeds from the Duvernay and Eagle Ford asset divestitures. The Company is targeting a Net Debt balance of approximately \$3.0 billion by the end of 2023.

In June 2021, the Company redeemed its \$600 million, 5.75 percent senior notes due January 30, 2022, and in August 2021, redeemed its \$518 million, 3.90 percent senior notes due November 15, 2021. The combined debt redemptions are expected to result in annualized interest savings of over \$50 million.

As at September 30, 2021, the Company had no outstanding balances under its revolving credit facilities and U.S. dollar commercial paper programs.

Additional information on Ovintiv's long-term debt and liquidity position can be found in Note 10 to the Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q and the Liquidity and Capital Resources section of this MD&A, respectively.

Additional information on Ovintiv's 2021 Corporate Guidance can be accessed on the Company's website at www.ovintiv.com.

Environmental, Social and Governance

Ovintiv recognizes the importance of reducing its environmental footprint and voluntarily participates in emission reduction programs. The Company has adopted a range of strategies to help reduce emissions from its operations. These strategies include incorporating new and proven technologies and optimized processes in its drilling and completions operations, and working closely with third-party providers to develop best practices. The Company continues to look for innovative techniques and efficiencies to help maintain its commitment to emission reductions.

By the end of 2021, the Company is expected to deliver on its targeted 33 percent reduction in methane emissions intensity four years ahead of schedule and expects to achieve a greater than 20 percent reduction in GHG emissions intensity compared to 2019 levels. In 2022, the Company plans to set further GHG emissions reduction targets, which will be tied to its annual compensation program for all employees.

As of September 1, 2021, the Company is in full alignment with the World Bank Zero Routine Flaring initiative, which requires participants to end routine flaring by 2030. Ovintiv does not engage in routine flaring by ensuring natural gas gathering infrastructure is in place for all of its producing wells.

Ovintiv maintains a commitment on protecting the health and safety of its workforce. Despite the challenges presented by COVID-19, the Company reported its seventh consecutive safest year in 2020 and is on track to report its eighth consecutive safest year for 2021.

Ovintiv is committed to diversity, equity and inclusion. In 2021, the Company developed a new social commitment framework, which is rooted in the Company's foundational values of Trust, Respect, Integrity, Safety and Sustainability. The framework focuses on respecting stakeholders, strengthening communities and fostering a culture of inclusion.

Additional information on Ovintiv's ESG practices can be found on the Company's sustainability website at <https://sustainability.ovintiv.com>.

Results of Operations

Selected Financial Information

(\$ millions)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Product and Service Revenues				
Upstream product revenues	\$ 1,948	\$ 980	\$ 5,265	\$ 2,804
Market optimization	771	346	2,171	1,113
Service revenues ⁽¹⁾	1	-	4	2
Total Product and Service Revenues	2,720	1,326	7,440	3,919
Gains (Losses) on Risk Management, Net	(950)	(154)	(2,176)	587
Sublease Revenues	19	18	55	53
Total Revenues	1,789	1,190	5,319	4,559
Total Operating Expenses ⁽²⁾	1,789	2,696	5,245	9,365
Operating Income (Loss)	-	(1,506)	74	(4,806)
Total Other (Income) Expenses	71	54	217	282
Net Earnings (Loss) Before Income Tax	(71)	(1,560)	(143)	(5,088)
Income Tax Expense (Recovery)	1	(39)	(175)	395
Net Earnings (Loss)	\$ (72)	\$ (1,521)	\$ 32	\$ (5,483)

(1) Service revenues include amounts related to the USA and Canadian Operations.

(2) Total Operating Expenses include non-cash items such as DD&A, impairments, accretion of asset retirement obligations and long-term incentive costs.

Revenues

Ovintiv's revenues are substantially derived from sales of oil, NGLs and natural gas production. Increases or decreases in Ovintiv's revenue, profitability and future production are highly dependent on the commodity prices the Company receives. Prices are market driven and fluctuate due to factors beyond the Company's control, such as supply and demand, seasonality and geopolitical and economic factors. The USA Operations realized prices generally reflect WTI and NYMEX benchmark prices, as well as other downstream oil benchmarks, including Houston. The Canadian Operations realized prices are linked to Edmonton Condensate and AECO, as well as other downstream natural gas benchmarks, including Dawn. The other downstream benchmarks reflect the diversification of the Company's markets. Recent trends in benchmark prices relevant to the Company are shown in the table below.

Benchmark Prices

(average for the period)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Oil & NGLs				
WTI (\$/bbl)	\$ 70.56	\$ 40.93	\$ 64.82	\$ 38.32
Houston (\$/bbl)	71.01	41.89	65.80	40.27
Edmonton Condensate (C\$/bbl)	87.26	50.00	80.75	47.48
Natural Gas				
NYMEX (\$/MMBtu)	\$ 4.01	\$ 1.98	\$ 3.18	\$ 1.88
AECO (C\$/Mcf)	3.54	2.15	3.11	2.07
Dawn (C\$/MMBtu)	5.13	2.42	4.18	2.35

Production Volumes and Realized Prices

	Three months ended September 30,				Nine months ended September 30,			
	Production Volumes ⁽¹⁾		Realized Prices ⁽²⁾		Production Volumes ⁽¹⁾		Realized Prices ⁽²⁾	
	2021	2020	2021	2020	2021	2020	2021	2020
Oil (Mbbbls/d, \$/bbl)								
USA Operations	136.7	138.5	\$ 68.69	\$ 39.41	143.5	148.7	\$ 62.82	\$ 35.51
Canadian Operations	0.1	0.4	64.95	34.38	0.4	0.6	55.51	29.79
Total	136.8	138.9	68.69	39.40	143.9	149.3	62.80	35.49
NGLs – Plant Condensate (Mbbbls/d, \$/bbl)								
USA Operations	11.3	11.4	62.84	27.98	10.5	11.1	56.84	25.05
Canadian Operations	40.6	35.8	68.78	36.71	41.4	39.4	63.62	33.69
Total	51.9	47.2	67.49	34.60	51.9	50.5	62.25	31.79
NGLs – Other (Mbbbls/d, \$/bbl)								
USA Operations	69.4	70.2	28.77	10.47	66.6	71.7	23.29	8.52
Canadian Operations	15.5	13.6	31.73	13.16	16.3	14.5	27.38	9.68
Total	84.9	83.8	29.31	10.91	82.9	86.2	24.09	8.72
Total Oil & NGLs (Mbbbls/d, \$/bbl)								
USA Operations	217.4	220.1	55.63	29.59	220.6	231.5	50.59	26.66
Canadian Operations	56.2	49.8	58.57	30.27	58.1	54.5	53.41	27.24
Total	273.6	269.9	56.23	29.72	278.7	286.0	51.18	26.77
Natural Gas (MMcf/d, \$/Mcf)								
USA Operations	495	507	3.80	1.52	484	537	3.13	1.42
Canadian Operations	1,071	935	3.63	1.96	1,099	983	3.18	1.83
Total	1,566	1,442	3.69	1.81	1,583	1,520	3.17	1.69
Total Production (MBOE/d, \$/BOE)								
USA Operations	300.0	304.6	46.59	23.91	301.2	320.9	42.08	21.60
Canadian Operations	234.7	205.6	30.61	16.22	241.3	218.4	27.38	15.05
Total	534.7	510.2	39.57	20.81	542.5	539.3	35.54	18.94
Production Mix (%)								
Oil & Plant Condensate	35	37			36	37		
NGLs – Other	16	16			15	16		
Total Oil & NGLs	51	53			51	53		
Natural Gas	49	47			49	47		
Production Change								
Year Over Year (%) ⁽³⁾								
Total Oil & NGLs	1	(18)			(3)	(3)		
Natural Gas	9	(13)			4	(3)		
Total Production	5	(16)			1	(3)		
Core Assets Production								
Oil (Mbbbls/d)	112.2	99.4			109.9	106.2		
NGLs – Plant Condensate (Mbbbls/d)	50.8	41.5			49.5	44.5		
NGLs – Other (Mbbbls/d)	78.8	75.0			75.6	76.8		
Total Oil & NGLs (Mbbbls/d)	241.8	215.9			235.0	227.5		
Natural Gas (MMcf/d)	1,487	1,291			1,473	1,362		
Total Production (MBOE/d)	489.6	431.1			480.5	454.6		
% of Total Production	92	84			89	84		

(1) Average daily.

(2) Average per-unit prices, excluding the impact of risk management activities.

(3) Includes production impacts from acquisitions and divestitures.

Upstream Product Revenues

Three months ended September 30,					
(\$ millions)	Oil	NGLs - Plant Condensate	NGLs - Other	Natural Gas	Total
2020 Upstream Product Revenues ⁽¹⁾	\$ 503	\$ 151	\$ 84	\$ 241	\$ 979
Increase (decrease) due to:					
Sales prices	369	155	144	268	936
Production volumes	(7)	16	2	21	32
2021 Upstream Product Revenues	\$ 865	\$ 322	\$ 230	\$ 530	\$ 1,947

Nine months ended September 30,					
(\$ millions)	Oil	NGLs - Plant Condensate	NGLs - Other	Natural Gas	Total
2020 Upstream Product Revenues ⁽¹⁾	\$ 1,452	\$ 441	\$ 205	\$ 705	\$ 2,803
Increase (decrease) due to:					
Sales prices	1,072	428	348	631	2,479
Production volumes	(57)	12	(8)	32	(21)
2021 Upstream Product Revenues	\$ 2,467	\$ 881	\$ 545	\$ 1,368	\$ 5,261

(1) Revenues for the third quarter and first nine months of 2021 exclude certain other revenue and royalty adjustments with no associated production volumes of \$1 million and \$4 million, respectively (2020 - \$1 million and \$1 million, respectively).

Oil Revenues

Three months ended September 30, 2021 versus September 30, 2020

Oil revenues increased \$362 million compared to the third quarter of 2020 primarily due to:

- Higher average realized oil prices of \$29.29 per bbl, or 74 percent, increased revenues by \$369 million. The increase reflected higher WTI and Houston benchmark prices which were up 72 percent and 70 percent, respectively, and the strengthening of regional pricing relative to the WTI benchmark price in the USA Operations; and
- Lower average oil production volumes of 2.1 Mbbls/d decreased revenues by \$7 million. Lower volumes were primarily due to the sale of the Eagle Ford assets in the second quarter of 2021 (13.7 Mbbls/d), partially offset by successful drilling in Permian (11.4 Mbbls/d).

Nine months ended September 30, 2021 versus September 30, 2020

Oil revenues increased \$1,015 million compared to the first nine months of 2020 primarily due to:

- Higher average realized oil prices of \$27.31 per bbl, or 77 percent, increased revenues by \$1,072 million. The increase reflected higher WTI and Houston benchmark prices which were up 69 percent and 63 percent, respectively, and the strengthening of regional pricing relative to the WTI benchmark price in the USA Operations; and
- Lower average oil production volumes of 5.4 Mbbls/d decreased revenues by \$57 million. Lower volumes were primarily due to natural declines surpassing incremental production in Anadarko, Eagle Ford and Bakken (8.9 Mbbls/d) and the sale of the Eagle Ford assets in the second quarter of 2021 (6.8 Mbbls/d), partially offset by successful drilling in Permian (7.6 Mbbls/d) and production shut-ins due to the economic downturn in 2020 (3.6 Mbbls/d).

NGL Revenues

Three months ended September 30, 2021 versus September 30, 2020

NGL revenues increased \$317 million compared to the third quarter of 2020 primarily due to:

- Higher average realized plant condensate prices of \$32.89 per bbl, or 95 percent, increased revenues by \$155 million. The increase reflected higher Edmonton Condensate and WTI benchmark prices which were up 75 percent and 72 percent, respectively, as well as higher regional pricing relative to the WTI benchmark price;
- Higher average realized other NGL prices of \$18.40 per bbl, or 169 percent, increased revenues by \$144 million reflecting higher other NGL benchmark prices and higher regional pricing; and
- Higher average plant condensate production volumes of 4.7 Mbbls/d increased revenues by \$16 million. Higher volumes were primarily due to successful drilling in Montney (7.7 Mbbls/d), partially offset by the sales of the Duvernay and Eagle Ford assets in the second quarter of 2021 (3.5 Mbbls/d).

Nine months ended September 30, 2021 versus September 30, 2020

NGL revenues increased \$780 million compared to the first nine months of 2020 primarily due to:

- Higher average realized plant condensate prices of \$30.46 per bbl, or 96 percent, increased revenues by \$428 million. The increase reflected higher Edmonton Condensate and WTI benchmark prices which were up 70 percent and 69 percent, respectively, as well as higher regional pricing relative to the WTI benchmark price;
- Higher average realized other NGL prices of \$15.37 per bbl, or 176 percent, increased revenues by \$348 million reflecting higher other NGL benchmark prices and higher regional pricing;
- Higher average plant condensate production volumes of 1.4 Mbbls/d increased revenues by \$12 million. Higher volumes were primarily due to successful drilling in Montney (4.4 Mbbls/d), partially offset by natural declines in Duvernay (1.9 Mbbls/d), and the sales of the Duvernay and Eagle Ford assets in the second quarter of 2021 (1.9 Mbbls/d); and
- Lower average other NGL production volumes of 3.3 Mbbls/d decreased revenues by \$8 million. Lower volumes were primarily due to natural declines in Anadarko (5.2 Mbbls/d) and the sale of the Eagle Ford assets in the second quarter of 2021 (1.8 Mbbls/d), partially offset by successful drilling in Montney and Permian (4.2 Mbbls/d).

Natural Gas Revenues

Three months ended September 30, 2021 versus September 30, 2020

Natural gas revenues increased \$289 million compared to the third quarter of 2020 primarily due to:

- Higher average realized natural gas prices of \$1.88 per Mcf, or 104 percent, increased revenues by \$268 million. The increase reflected higher Dawn, NYMEX and AECO benchmark prices which were up 112 percent, 103 percent and 65 percent, respectively, and higher regional pricing; and
- Higher average natural gas production volumes of 124 MMcf/d increased revenues by \$21 million primarily due to successful drilling in Montney (155 MMcf/d) and decreased third-party plant down-time in Montney (36 MMcf/d), partially offset by the sales of the Duvernay and Eagle Ford assets in the second quarter of 2021 (56 MMcf/d).

Nine months ended September 30, 2021 versus September 30, 2020

Natural gas revenues increased \$663 million compared to the first nine months of 2020 primarily due to:

- Higher average realized natural gas prices of \$1.48 per Mcf, or 88 percent, increased revenues by \$631 million. The increase reflected higher Dawn, NYMEX and AECO benchmark prices which were up 78 percent, 69 percent and 50 percent, respectively, and higher regional pricing; and

- Higher average natural gas production volumes of 63 MMcf/d increased revenues by \$32 million primarily due to successful drilling in Montney (154 MMcf/d) and production shut-ins due to the economic downturn in 2020 (11 MMcf/d), partially offset by natural declines in Anadarko and Duvernay (58 MMcf/d) and the sales of the Duvernay and Eagle Ford assets in the second quarter of 2021 (30 MMcf/d).

Gains (Losses) on Risk Management, Net

As a means of managing commodity price volatility, Ovintiv enters into commodity derivative financial instruments on a portion of its expected oil, NGL and natural gas production volumes. The Company's commodity price mitigation program reduces volatility and helps sustain revenues during periods of lower prices. Additional information on the Company's commodity price positions as at September 30, 2021 can be found in Note 19 to the Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

The following tables provide the effects of the Company's risk management activities on revenues.

(\$ millions)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Realized Gains (Losses) on Risk Management				
Commodity Price ⁽¹⁾				
Oil	\$ (194)	\$ 26	\$ (478)	\$ 331
NGLs - Plant Condensate	(39)	23	(99)	105
NGLs - Other	(42)	(7)	(81)	5
Natural Gas	(97)	45	(96)	157
Other ⁽²⁾	1	2	4	7
Total	(371)	89	(750)	605
Unrealized Gains (Losses) on Risk Management	(579)	(243)	(1,426)	(18)
Total Gains (Losses) on Risk Management, Net	\$ (950)	\$ (154)	\$ (2,176)	\$ 587

(Per-unit)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Realized Gains (Losses) on Risk Management				
Commodity Price ⁽¹⁾				
Oil (\$/bbl)	\$ (15.38)	\$ 1.99	\$ (12.16)	\$ 8.09
NGLs - Plant Condensate (\$/bbl)	(8.15)	5.39	(7.01)	7.62
NGLs - Other (\$/bbl)	(5.45)	(0.92)	(3.59)	0.20
Natural Gas (\$/Mcf)	(0.67)	0.34	(0.22)	0.38
Total (\$/BOE)	(7.57)	1.85	(5.09)	4.04

(1) Includes realized gains and losses related to the USA and Canadian Operations.

(2) Other primarily includes realized gains or losses from Market Optimization and other derivative contracts with no associated production volumes.

Ovintiv recognizes fair value changes from its risk management activities each reporting period. The changes in fair value result from new positions and settlements that occur during each period, as well as the relationship between contract prices and the associated forward curves. Realized gains or losses on risk management activities related to commodity price mitigation are included in the USA Operations, Canadian Operations and Market Optimization revenues as the contracts are cash settled. Unrealized gains or losses on fair value changes of unsettled contracts are included in the Corporate and Other segment.

Market Optimization Revenues

Market Optimization product revenues relate to activities that provide operational flexibility and cost mitigation for transportation commitments, product type, delivery points and customer diversification. Ovintiv also purchases and sells third-party volumes under marketing arrangements associated with the Company's previous divestitures.

(\$ millions)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Market Optimization	\$ 771	\$ 346	\$ 2,171	\$ 1,113

Three months ended September 30, 2021 versus September 30, 2020

Market Optimization product revenues increased \$425 million compared to the third quarter of 2020 primarily due to:

- Higher oil and natural gas benchmark prices (\$350 million) and higher sales of third-party purchased liquids volumes primarily relating to price optimization activities in the USA Operations (\$204 million);

partially offset by:

- Lower sales of third-party purchased natural gas volumes primarily relating to marketing arrangements for assets divested in prior years (\$129 million).

Nine months ended September 30, 2021 versus September 30, 2020

Market Optimization product revenues increased \$1,058 million compared to the first nine months of 2020 primarily due to:

- Higher oil and natural gas benchmark prices (\$1,041 million) and higher sales of third-party purchased liquids volumes primarily relating to price optimization activities in the USA Operations (\$354 million);

partially offset by:

- Lower sales of third-party purchased natural gas volumes primarily relating to marketing arrangements for assets divested in prior years (\$337 million).

Sublease Revenues

Sublease revenues primarily include amounts related to the sublease of office space in The Bow office building recorded in the Corporate and Other segment. Additional information on office sublease income can be found in Note 9 to the Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Operating Expenses

Production, Mineral and Other Taxes

Production, mineral and other taxes include production and property taxes. Production taxes are generally assessed as a percentage of oil, NGLs and natural gas production revenues. Property taxes are generally assessed based on the value of the underlying assets.

(\$ millions)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
USA Operations	\$ 75	\$ 43	\$ 199	\$ 115
Canadian Operations	2	4	11	11
Total	\$ 77	\$ 47	\$ 210	\$ 126

(\$/BOE)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
USA Operations	\$ 2.71	\$ 1.54	\$ 2.42	\$ 1.31
Canadian Operations	\$ 0.13	\$ 0.18	\$ 0.17	\$ 0.18
Production, Mineral and Other Taxes	\$ 1.57	\$ 0.99	\$ 1.42	\$ 0.85

Three months ended September 30, 2021 versus September 30, 2020

Production, mineral and other taxes increased \$30 million compared to the third quarter of 2020 primarily due to:

- Higher production tax in USA Operations due to higher commodity prices (\$38 million), partially offset by the sale of the Eagle Ford assets in the second quarter of 2021 (\$7 million).

Nine months ended September 30, 2021 versus September 30, 2020

Production, mineral and other taxes increased \$84 million compared to the first nine months of 2020 primarily due to:

- Higher production tax in USA Operations due to higher commodity prices (\$99 million), partially offset by the sale of the Eagle Ford assets in the second quarter of 2021 (\$10 million).

Transportation and Processing

Transportation and processing expense includes transportation costs incurred to move product from production points to sales points including gathering, compression, pipeline tariffs, trucking and storage costs. Ovintiv also incurs costs related to processing provided by third parties or through ownership interests in processing facilities.

(\$ millions)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
USA Operations	\$ 122	\$ 109	\$ 361	\$ 345
Canadian Operations	231	203	703	614
Upstream Transportation and Processing	353	312	1,064	959
Market Optimization	44	53	130	170
Total	\$ 397	\$ 365	\$ 1,194	\$ 1,129

(\$/BOE)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
USA Operations	\$ 4.43	\$ 3.85	\$ 4.40	\$ 3.92
Canadian Operations	\$ 10.68	\$ 10.71	\$ 10.68	\$ 10.24
Upstream Transportation and Processing	\$ 7.17	\$ 6.62	\$ 7.19	\$ 6.48

Three months ended September 30, 2021 versus September 30, 2020

Transportation and processing expense increased \$32 million compared to the third quarter of 2020 primarily due to:

- Higher volumes in Montney (\$29 million), higher variable rates in Permian due to higher natural gas prices (\$13 million), a higher U.S./Canadian dollar exchange rate (\$11 million), and higher costs relating to the diversification of the Company's downstream markets (\$6 million);

partially offset by:

- The sales of the Eagle Ford and Duvernay assets in the second quarter of 2021 (\$14 million), expired contracts relating to previously divested assets (\$9 million) and the decommissioning of Deep Panuke (\$8 million).

Nine months ended September 30, 2021 versus September 30, 2020

Transportation and processing expense increased \$65 million compared to the first nine months of 2020 primarily due to:

- Higher volumes in Montney (\$78 million), a higher U.S./Canadian dollar exchange rate (\$49 million), higher variable rates in Permian and Anadarko due to higher natural gas prices (\$31 million) and higher costs relating to the diversification of the Company's downstream markets (\$11 million);

partially offset by:

- The expiration of certain transportation contracts in the USA Operations as well as expired contracts relating to previously divested assets (\$41 million), the sales of the Eagle Ford and Duvernay assets in the second quarter of 2021 (\$27 million), the decommissioning of Deep Panuke (\$23 million), lower natural gas volumes in Anadarko (\$16 million) and recoveries of amounts related to certain transportation contracts (\$8 million).

Operating

Operating expense includes costs paid by the Company, net of amounts capitalized, on oil and natural gas properties in which the Company has a working interest. These costs primarily include labor, service contract fees, chemicals, fuel, water hauling, electricity and workovers.

(\$ millions)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
USA Operations	\$ 122	\$ 104	\$ 368	\$ 364
Canadian Operations	25	24	78	75
Upstream Operating Expense	147	128	446	439
Market Optimization	5	5	19	15
Corporate & Other	1	-	1	(2)
Total	\$ 153	\$ 133	\$ 466	\$ 452

(\$/BOE)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
USA Operations	\$ 4.38	\$ 3.73	\$ 4.47	\$ 4.14
Canadian Operations	\$ 1.20	\$ 1.22	\$ 1.17	\$ 1.23
Upstream Operating Expense ⁽¹⁾	\$ 2.98	\$ 2.72	\$ 3.00	\$ 2.96

(1) Upstream Operating Expense per BOE for the third quarter and first nine months of 2021 include long-term incentive costs of \$0.13/BOE and \$0.14/BOE, respectively (2020 - long-term incentive costs of \$0.03/BOE and a recovery of long-term incentive costs of \$0.02/BOE, respectively).

Three months ended September 30, 2021 versus September 30, 2020

Operating expense increased \$20 million compared to the third quarter of 2020 primarily due to:

- Increased activity resulting from higher production in Permian and improved commodity prices (\$17 million), higher long-term incentive costs resulting from an increase in the Company's share price in the third quarter of 2021 compared to 2020 (\$7 million) and lower capitalization of directly attributable internal costs (\$7 million);

partially offset by:

- The sales of the Eagle Ford and Duvernay assets in the second quarter of 2021 (\$16 million).

Nine months ended September 30, 2021 versus September 30, 2020

Operating expense increased \$14 million compared to the first nine months of 2020 primarily due to:

- Lower capitalization of directly attributable internal costs (\$38 million), higher long-term incentive costs resulting from an increase in the Company's share price in the first nine months of 2021 compared to a decrease in 2020 (\$29 million) and increased activity resulting from higher production in Permian and improved commodity prices (\$18 million);

partially offset by:

- Lower salaries and benefits due to decreased headcount resulting from workforce reductions in the second quarter of 2020 (\$47 million) and the sales of the Eagle Ford and Duvernay assets in the second quarter of 2021 (\$26 million).

Additional information on the Company's long-term incentives can be found in Note 16 to the Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Purchased Product

Purchased product expense includes purchases of oil, NGLs and natural gas from third parties that are used to provide operational flexibility and cost mitigation for transportation commitments, product type, delivery points and customer diversification. The Company also purchases and sells third-party volumes under marketing arrangements associated with the Company's previous divestitures.

(\$ millions)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Market Optimization	\$ 759	\$ 322	\$ 2,096	\$ 1,039

Three months ended September 30, 2021 versus September 30, 2020

Purchased product expense increased \$437 million compared to the third quarter of 2020 primarily due to:

- Higher oil and natural gas benchmark prices (\$349 million) and higher third-party purchased liquids volumes primarily relating to price optimization activities in the USA Operations (\$206 million);

partially offset by:

- Lower third-party purchased natural gas volumes primarily relating to marketing arrangements for assets divested in prior years (\$118 million).

Nine months ended September 30, 2021 versus September 30, 2020

Purchased product expense increased \$1,057 million compared to the first nine months of 2020 primarily due to:

- Higher oil and natural gas benchmark prices (\$1,005 million) and higher third-party purchased liquids volumes primarily relating to price optimization activities in the USA Operations (\$356 million);

partially offset by:

- Lower third-party purchased natural gas volumes primarily relating to marketing arrangements for assets divested in prior years (\$304 million).

Depreciation, Depletion & Amortization

Proved properties within each country cost centre are depleted using the unit-of-production method based on proved reserves as discussed in Note 1 to the Consolidated Financial Statements included in Item 8 of the 2020 Annual Report on Form 10-K. Depletion rates are impacted by impairments, acquisitions, divestitures and foreign exchange rates, as well as fluctuations in 12-month average trailing prices which affect proved reserves volumes. Corporate assets are carried at cost and depreciated on a straight-line basis over the estimated service lives of the assets.

Additional information can be found under Upstream Assets and Reserve Estimates in the Critical Accounting Estimates section of the MD&A included in Item 7 of the 2020 Annual Report on Form 10-K.

(\$ millions)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
USA Operations	\$ 207	\$ 299	\$ 635	\$ 1,092
Canadian Operations	83	99	265	319
Upstream DD&A	290	398	900	1,411
Corporate & Other	7	8	16	22
Total	\$ 297	\$ 406	\$ 916	\$ 1,433

(\$/BOE)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
USA Operations	\$ 7.52	\$ 10.66	\$ 7.73	\$ 12.42
Canadian Operations	\$ 3.82	\$ 5.23	\$ 4.02	\$ 5.31
Upstream DD&A	\$ 5.90	\$ 8.47	\$ 6.08	\$ 9.54

Three months ended September 30, 2021 versus September 30, 2020

DD&A decreased \$109 million compared to the third quarter of 2020 primarily due to:

- Lower depletion rates in the USA and Canadian Operations (\$87 million and \$37 million, respectively) and lower production volumes in USA Operations (\$5 million), partially offset by higher production volumes in the Canadian Operations (\$14 million) and a higher U.S./Canadian dollar exchange rate (\$6 million).

The depletion rate in the USA Operations decreased \$3.14 per BOE compared to the third quarter of 2020 primarily due to the ceiling test impairments recognized in 2020 and the sale of the Eagle Ford assets in the second quarter of 2021. The depletion rate in the Canadian Operations decreased \$1.41 per BOE compared to the third quarter of 2020 primarily due to a lower depletable base and the sale of the Duvernay assets in the second quarter of 2021.

Nine months ended September 30, 2021 versus September 30, 2020

DD&A decreased \$517 million compared to the first nine months of 2020 primarily due to:

- Lower depletion rates in the USA and Canadian Operations (\$386 million and \$114 million, respectively) and lower production volumes in USA Operations (\$71 million), partially offset by higher production volumes in the Canadian Operations (\$34 million) and a higher U.S./Canadian dollar exchange rate (\$29 million).

The depletion rate in the USA Operations decreased \$4.69 per BOE compared to the first nine months of 2020 primarily due to the ceiling test impairments recognized in 2020 and the sale of the Eagle Ford assets in the second quarter of 2021. The depletion rate in the Canadian Operations decreased \$1.29 per BOE compared to the first nine months of 2020 primarily due to a lower depletable base and the sale of the Duvernay assets in the second quarter of 2021.

Impairments

Under full cost accounting, the carrying amount of Ovintiv's oil and natural gas properties within each country cost centre is subject to a ceiling test performed quarterly. Ceiling test impairments are recognized when the capitalized costs, net of accumulated depletion and the related deferred income taxes, exceed the sum of the estimated after-tax future net cash flows from proved reserves as calculated under SEC requirements using the 12-month average trailing prices and discounted at 10 percent. The 12-month average trailing price is calculated as the average of the price on the first day of each month within the trailing 12-month period.

In the third quarter and first nine months of 2021, the Company did not recognize ceiling test impairments (2020 - \$1,336 million before tax, and \$4,863 million before tax, respectively, in the USA Operations). The non-cash ceiling test impairments in 2020 primarily resulted from the decline in the 12-month average trailing prices, which reduced proved reserves.

The 12-month average trailing prices used in the ceiling test calculations were based on the benchmark prices below. The benchmark prices were adjusted for basis differentials to determine local reference prices, transportation costs and tariffs, heat content and quality.

	Oil & NGLs		Natural Gas	
	WTI (\$/bbl)	Edmonton Condensate (C\$/bbl)	Henry Hub (\$/MMBtu)	AECO (C\$/MMBtu)
12-Month Average Trailing Reserves Pricing ⁽¹⁾				
September 30, 2021	57.69	72.45	2.94	2.79
December 31, 2020	39.62	49.77	1.98	2.13
September 30, 2020	43.69	53.93	1.97	2.01

(1) All prices were held constant in all future years when estimating net revenues and reserves.

The Company believes that the discounted after-tax future net cash flows from proved reserves required to be used in the ceiling test calculation are not indicative of the fair market value of Ovintiv's oil and natural gas properties or the future net cash flows expected to be generated from such properties. The discounted after-tax future net cash flows do not consider the fair market value of unamortized unproved properties, or probable or possible liquids and natural gas reserves. In addition, there is no consideration given to the effect of future changes in commodity prices. Ovintiv manages its business using estimates of reserves and resources based on forecast prices and costs. Additional information on the ceiling test calculation can be found in Note 8 to the Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Administrative

Administrative expense represents costs associated with corporate functions provided by Ovintiv staff. Costs primarily include salaries and benefits, operating lease, office, information technology, restructuring and long-term incentive costs.

(\$ millions)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Administrative, excluding Long-Term Incentive, Restructuring and Legal Costs, and Current Expected Credit Losses ⁽¹⁾	\$ 70	\$ 72	\$ 219	\$ 214
Long-term incentive costs	25	1	91	(6)
Restructuring and legal costs	6	7	37	88
Current expected credit losses	-	(1)	(1)	1
Total Administrative ⁽²⁾	\$ 101	\$ 79	\$ 346	\$ 297

(\$/BOE)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Administrative, excluding Long-Term Incentive, Restructuring and Legal Costs, and Current Expected Credit Losses ⁽¹⁾	\$ 1.44	\$ 1.55	\$ 1.50	\$ 1.46
Long-term incentive costs	0.51	0.02	0.61	(0.04)
Restructuring and legal costs	0.11	0.14	0.24	0.59
Current expected credit losses	-	(0.03)	(0.01)	-
Total Administrative	\$ 2.06	\$ 1.68	\$ 2.34	\$ 2.01

(1) The third quarter and first nine months of 2021 include costs related to The Bow office lease of \$30 million and \$88 million, respectively, (2020 - \$28 million and \$82 million, respectively), half of which is recovered from sublease revenues.

(2) The third quarter and first nine months of 2021 reflect a higher U.S./Canadian dollar exchange rate of \$3 million and \$13 million, respectively.

Three months ended September 30, 2021 versus September 30, 2020

Administrative expense increased \$22 million compared to the third quarter of 2020 primarily due to:

- Higher long-term incentive costs resulting from an increase in the Company's share price in the third quarter of 2021 compared to 2020 (\$24 million);

partially offset by:

- A decrease in restructuring costs related to workforce reductions in 2020 (\$5 million).

Nine months ended September 30, 2021 versus September 30, 2020

Administrative expense increased \$49 million compared to the first nine months of 2020 primarily due to:

- Higher long-term incentive costs resulting from an increase in the Company's share price in the first nine months of 2021 compared to a decrease in 2020 (\$97 million) and higher legal and consulting costs (\$31 million);

partially offset by:

- A decrease in restructuring costs, and lower salaries and benefits related to workforce reductions in 2020 (\$75 million and \$9 million, respectively).

During 2020, the Company completed workforce reductions as part of a company-wide reorganization in response to the low commodity price environment resulting from the global pandemic and the Company's planned reductions in capital spending. Additional information on restructuring charges can be found in Note 15 to the Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Other (Income) Expenses

(\$ millions)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Interest	\$ 77	\$ 97	\$ 263	\$ 279
Foreign exchange (gain) loss, net	-	(25)	(15)	51
Other (gains) losses, net	(6)	(18)	(31)	(48)
Total Other (Income) Expenses	\$ 71	\$ 54	\$ 217	\$ 282

Interest

Interest expense primarily includes interest on Ovintiv's long-term debt. Additional information on changes in interest can be found in Note 4 to the Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Three months ended September 30, 2021 versus September 30, 2020

Interest expense decreased \$20 million compared to the third quarter of 2020 primarily due to the redemption of the Company's 2021 and 2022 senior notes (\$12 million), and open market repurchases of long-term debt completed in 2020 and decreased amounts drawn from the Company's credit facilities (\$5 million).

Nine months ended September 30, 2021 versus September 30, 2020

Interest expense decreased \$16 million compared to the first nine months of 2020 primarily due to open market repurchases of long-term debt completed in 2020 and decreased amounts drawn from the Company's credit facilities (\$16 million), and the redemption of the Company's 2021 and 2022 senior notes (\$14 million), partially offset by a one-time make-whole interest payment of \$19 million resulting from the June 2021 early redemption of the Company's \$600 million, 5.75 percent senior notes due January 30, 2022.

Foreign Exchange (Gain) Loss, Net

Foreign exchange gains and losses primarily result from the impact of fluctuations in the Canadian to U.S. dollar exchange rate. Additional information on changes in foreign exchange gains or losses can be found in Note 5 to the Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Following the completion of the corporate reorganization and U.S. domestication in the first quarter of 2020, the U.S. dollar denominated unsecured notes issued by Encana Corporation from Canada were assumed by Ovintiv Inc., a company incorporated in Delaware with a U.S. dollar functional currency. Accordingly, these U.S. dollar denominated unsecured notes, along with certain intercompany notes, no longer attract foreign exchange translation gains or losses.

Three months ended September 30, 2021 versus September 30, 2020

Net foreign exchange was nil compared to a gain of \$25 million in the third quarter of 2020 primarily due to:

- Unrealized foreign exchange losses on the translation of U.S. dollar risk management contracts and financing debt issued from Canada compared to gains in 2020 (\$29 million and \$6 million, respectively);

partially offset by:

- Higher realized foreign exchange gains on the settlement of U.S. dollar risk management contracts issued from Canada compared to 2020 (\$5 million).

Nine months ended September 30, 2021 versus September 30, 2020

Net foreign exchange gain was \$15 million compared to a loss of \$51 million in the first nine months of 2020 primarily due to:

- Lower unrealized foreign exchange losses on the translation of U.S. dollar financing debt issued from Canada (\$55 million) and realized foreign exchange gains on the settlement of U.S. dollar risk management contracts and financing debt issued from Canada compared to losses in 2020 (\$32 million and \$24 million, respectively);

partially offset by:

- Lower unrealized foreign exchange gains on the translation of intercompany notes (\$27 million) and higher unrealized foreign exchange losses on U.S. dollar risk managements contracts issued from Canada (\$18 million).

Other (Gains) Losses, Net

Other (gains) losses, net, primarily includes other non-recurring revenues or expenses and may also include items such as interest income, interest received from tax authorities, transaction costs relating to acquisitions, reclamation charges relating to decommissioned assets, gains on debt repurchases, government stimulus programs and adjustments related to other assets.

Other gains in the first nine months of 2021 includes interest income of \$13 million primarily associated with the resolution of prior year tax items.

Other gains in the third quarter and first nine months of 2020 primarily included a gain of \$6 million and \$28 million, respectively, relating to the repurchase of the Company's fixed long-term debt on the open market.

Income Tax

(\$ millions)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Current Income Tax Expense (Recovery)	\$ -	\$ 3	\$ (156)	\$ 2
Deferred Income Tax Expense (Recovery)	1	(42)	(19)	393
Income Tax Expense (Recovery)	\$ 1	\$ (39)	\$ (175)	\$ 395
Effective Tax Rate	(1.4%)	2.5%	122.4%	(7.8%)

Income Tax Expense (Recovery)

Three months ended September 30, 2021 versus September 30, 2020

In the third quarter of 2021, Ovintiv recorded an income tax expense of \$1 million compared to an income tax recovery of \$39 million in 2020, primarily due to the change in valuation allowances.

Nine months ended September 30, 2021 versus September 30, 2020

In the first nine months of 2021, Ovintiv recorded an income tax recovery of \$175 million compared to an income tax expense of \$395 million in 2020, primarily due to the resolution of certain tax items relating to prior taxation years and the change in valuation allowances.

Effective Tax Rate

Ovintiv's interim income tax expense is determined using the estimated annual effective income tax rate applied to year-to-date net earnings before income tax plus the effect of legislative changes and amounts in respect of prior periods. The estimated annual effective income tax rate is impacted by expected annual earnings, changes in valuation allowances, state taxes, income tax related to foreign operations, the effect of legislative changes, non-taxable capital gains and losses, and tax differences on divestitures and transactions, which can produce interim effective tax rate fluctuations.

The Company's effective tax rate was (1.4) percent for the third quarter of 2021, which is lower than the U.S. federal statutory tax rate of 21 percent primarily due to the change in valuation allowances recorded relating to the current year net loss before tax.

The Company's effective tax rate was 122.4 percent for the first nine months of 2021, which is higher than the U.S. federal statutory tax rate of 21 percent primarily due to the resolution of certain tax items relating to prior taxation years and the change in valuation allowances recorded relating to the current year net loss before tax.

The Company's effective tax rate was 2.5 percent for the third quarter and (7.8) percent for the first nine months of 2020, which were lower than the U.S. statutory tax rate of 21 percent primarily due to valuation allowances recorded due to net losses arising from ceiling test impairments, and an increase in the valuation allowance of \$568 million in Canada related to prior year's deferred tax assets, which was recorded as a discrete item.

The determination of income and other tax liabilities of the Company and its subsidiaries requires interpretation of complex domestic and foreign tax laws and regulations, that are subject to change. The Company's interpretation of taxation laws may differ from the interpretation of the tax authorities. As a result, there are tax matters under review for which the timing of resolution is uncertain. The Company believes that the provision for income taxes is adequate.

Liquidity and Capital Resources

Sources of Liquidity

The Company has the flexibility to access cash equivalents and a range of funding alternatives at competitive rates through committed revolving credit facilities as well as debt and equity capital markets. Ovintiv closely monitors the accessibility of cost-effective credit and ensures that sufficient liquidity is in place to fund capital expenditures and dividend payments. In addition, the Company may use cash and cash equivalents, cash from operating activities, or proceeds from asset divestitures to fund its operations or to manage its capital structure as discussed below.

The Company's capital structure consists of total shareholders' equity plus long-term debt, including any current portion. The Company's objectives when managing its capital structure are to maintain financial flexibility to preserve Ovintiv's access to capital markets and its ability to meet financial obligations and execute its strategy. Ovintiv has a practice of maintaining capital discipline and strategically managing its capital structure by adjusting capital spending, adjusting dividends paid to shareholders, issuing new shares of common stock, purchasing shares of common stock for cancellation, issuing new debt and repaying or repurchasing existing debt.

(\$ millions, except as indicated)	As at September 30,	
	2021	2020
Cash and Cash Equivalents	\$ 8	\$ 32
Available Credit Facilities ⁽¹⁾	4,000	2,990
Available Uncommitted Demand Lines ⁽²⁾	278	186
Issuance of U.S. Commercial Paper	-	(140)
Total Liquidity	\$ 4,286	\$ 3,068
Long-Term Debt, including current portion	\$ 4,791	\$ 7,142
Total Shareholders' Equity	\$ 3,797	\$ 4,352
Debt to Capitalization (%) ⁽³⁾	56	62
Debt to Adjusted Capitalization (%) ⁽⁴⁾	29	37

(1) Includes available credit facilities of \$2.5 billion (2020 - \$1.77 billion) in the U.S. and \$1.5 billion (2020 - \$1.22 billion) in Canada as at September 30, 2021 (collectively, the "Credit Facilities").

(2) Includes three uncommitted demand lines totaling \$335 million, net of \$57 million in related undrawn letters of credit (2020 - \$325 million and \$139 million, respectively).

(3) Calculated as long-term debt, including the current portion, divided by shareholders' equity plus long-term debt, including the current portion.

(4) A non-GAAP measure which is defined in the Non-GAAP Measures section of this MD&A.

The Company has access to two committed revolving U.S. dollar denominated credit facilities totaling \$4.0 billion, which include a \$2.5 billion revolving credit facility for Ovintiv Inc. and a \$1.5 billion revolving credit facility for a Canadian subsidiary, both maturing in July 2024. The Credit Facilities provide financial flexibility and allow the Company to fund its operations or capital program. At September 30, 2021, there were no outstanding amounts under the revolving credit facility for Ovintiv Inc. and for the Canadian subsidiary.

Ovintiv currently has both investment and non-investment grade credit ratings and has full access to its Credit Facilities and U.S. commercial paper ("U.S. CP") programs.

Depending on the Company's credit rating and market demand, the Company may issue from its two U.S. CP programs, which include a \$1.5 billion program for Ovintiv Inc. and a \$1.0 billion program for a Canadian subsidiary. As at September 30, 2021, the Company had no commercial paper outstanding under its U.S. CP programs.

The Credit Facilities, uncommitted demand lines, and cash and cash equivalents provide Ovintiv with total liquidity of approximately \$4.3 billion. At September 30, 2021, Ovintiv also had approximately \$57 million in undrawn letters of credit issued in the normal course of business primarily as collateral security, related to transportation arrangements and to support future abandonment liabilities.

Ovintiv has a U.S. shelf registration statement and a Canadian shelf prospectus, under which the Company may issue from time to time, debt securities, common stock, preferred stock, warrants, units, share purchase contracts and share purchase units in the U.S. and/or Canada. At September 30, 2021, \$6.0 billion remained accessible under the Canadian shelf prospectus. The ability to issue securities under the U.S. shelf registration statement or Canadian shelf prospectus is dependent upon market conditions and securities law requirements.

Ovintiv is currently in compliance with, and expects that it will continue to be in compliance with, all financial covenants under the Credit Facilities. Management monitors Debt to Adjusted Capitalization, which is a non-GAAP measure defined in the Non-GAAP Measures section of this MD&A, as a proxy for Ovintiv's financial covenant under the Credit Facilities, which requires Debt to Adjusted Capitalization to be less than 60 percent. As at September 30, 2021, the Company's Debt to Adjusted Capitalization was 29 percent. The definitions used in the covenant under the Credit Facilities adjust capitalization for cumulative historical ceiling test impairments recorded in conjunction with the Company's January 1, 2012 adoption of U.S. GAAP. Ovintiv does not expect the current COVID-19 pandemic to impact the Company's ability to remain in compliance with its financial covenants under the Credit Facilities. Additional information on financial covenants can be found in Note 15 to the Consolidated Financial Statements included in Item 8 of the 2020 Annual Report on Form 10-K.

Sources and Uses of Cash

In the third quarter and first nine months of 2021, Ovintiv primarily generated cash through operating activities and divestitures. The following table summarizes the sources and uses of the Company's cash and cash equivalents.

(\$ millions)	Activity Type	Three months ended September 30,		Nine months ended September 30,	
		2021	2020	2021	2020
Sources of Cash, Cash Equivalents and Restricted Cash					
Cash from operating activities	Operating	\$ 812	\$ 493	\$ 2,389	\$ 1,176
Proceeds from divestitures	Investing	(8)	39	1,017	69
Net issuance of revolving long-term debt	Financing	-	-	-	452
Other	Investing	6	68	-	-
		810	600	3,406	1,697
Uses of Cash and Cash Equivalents					
Capital expenditures	Investing	365	351	1,098	1,393
Acquisitions	Investing	-	1	3	19
Net repayment of revolving long-term debt	Financing	-	100	950	-
Repayment of long-term debt ⁽¹⁾	Financing	518	109	1,137	224
Dividends on shares of common stock	Financing	37	24	86	73
Other	Financing/Investing	2	23	134	141
		922	608	3,408	1,850
Foreign Exchange Gain (Loss) on Cash, Cash Equivalents and Restricted Cash Held in Foreign Currency					
		(2)	1	-	(5)
Increase (Decrease) in Cash, Cash Equivalents and Restricted Cash		\$ (114)	\$ (7)	\$ (2)	\$ (158)

(1) Includes open market repurchases in 2020.

Operating Activities

Net cash from operating activities in the third quarter and first nine months of 2021 was \$812 million and \$2,389 million, respectively, and was primarily a reflection of the impacts from higher average realized commodity prices, partially offset by the effects of the commodity price mitigation program and changes in non-cash working capital.

Additional detail on changes in non-cash working capital can be found in Note 20 to the Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q. Ovintiv expects it will continue to meet the payment terms of its suppliers.

Non-GAAP Cash Flow in the third quarter and first nine months of 2021 was \$845 million and \$2,468 million, respectively, and was primarily impacted by the items affecting cash from operating activities which are discussed below and in the Results of Operations section of this MD&A.

Three months ended September 30, 2021 versus September 30, 2020

Net cash from operating activities increased \$319 million compared to the third quarter of 2020 primarily due to:

- Higher realized commodity prices (\$936 million), lower decommissioning payments primarily related to Deep Panuke (\$37 million) and higher production volumes (\$32 million);

partially offset by:

- Realized losses on risk management in revenues compared to gains in 2020 (\$460 million), changes in non-cash working capital (\$165 million), higher transportation and processing expense (\$32 million), higher production, mineral and other taxes (\$30 million) and higher operating expense, excluding non-cash long-term incentive costs (\$13 million).

Nine months ended September 30, 2021 versus September 30, 2020

Net cash from operating activities increased \$1,213 million compared to the first nine months of 2020 primarily due to:

- Higher realized commodity prices (\$2,479 million), a current income tax recovery mainly due to the resolution of certain tax items relating to prior taxation years (\$156 million), lower decommissioning payments primarily related to Deep Panuke (\$134 million), lower administrative expenses, excluding non-cash long-term incentive costs and current expected credit losses (\$38 million), lower operating expense, excluding non-cash long-term incentive costs (\$15 million) and higher interest income (\$9 million);

partially offset by:

- Realized losses on risk management in revenues compared to gains in 2020 (\$1,355 million), changes in non-cash working capital (\$164 million), higher production, mineral and other taxes (\$84 million), higher transportation and processing expense (\$65 million) and lower production volumes (\$21 million).

Investing Activities

Cash used in investing activities in the first nine months of 2021 was \$120 million primarily due to capital expenditures, partially offset by proceeds from divestitures. Capital expenditures decreased \$295 million compared to the first nine months of 2020 due to the Company's reduced capital program in response to the volatile market conditions that commenced at the end of the first quarter of 2020.

Acquisitions in the first nine months of 2021 were \$3 million (2020 - \$19 million), which primarily included property purchases with oil and liquids rich potential.

Divestitures in the first nine months of 2021 were \$1,017 million (2020 - \$69 million), which primarily included the sale of the Eagle Ford assets in south Texas and Duvernay assets in west central Alberta, totaling approximately \$1.0 billion, after closing and other adjustments, as well as certain properties that did not complement Ovintiv's existing portfolio of assets.

Capital expenditures and acquisition and divestiture activity are summarized in Notes 2 and 7 to the Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Financing Activities

Net cash used in financing activities has been impacted by the Company's strategy to enhance liquidity, strengthen its balance sheet by repaying or repurchasing existing debt, and returning value to shareholders by paying dividends.

Net cash used in financing activities in the first nine months of 2021 was \$2,271 million compared to net cash from financing activities of \$88 million in 2020. The change was primarily due to a net repayment of revolving long-term debt in 2021 of \$950 million compared to a net issuance in 2020 of \$452 million and higher repayment of long-term debt (\$913 million) associated with the early redemption of the Company's senior notes as discussed below.

From time to time, Ovintiv may seek to retire or purchase the Company's outstanding debt through cash purchases and/or exchanges for other debt or equity securities, in open market purchases, privately negotiated transactions or otherwise. Such repurchases or exchanges, if any, will depend on prevailing market conditions, the Company's liquidity requirements, contractual restrictions and other factors.

The Company's long-term debt totaled \$4,791 million at September 30, 2021. There was no current portion outstanding at September 30, 2021. The Company's long-term debt at December 31, 2020 totaled \$6,885 million, which included the current portion of \$518 million. In June 2021, the Company redeemed its \$600 million, 5.75 percent senior notes due January 30, 2022, and in August 2021, redeemed its \$518 million, 3.90 percent senior notes due November 15, 2021. The combined debt redemptions are expected to result in annualized interest savings of over \$50 million. As at September 30, 2021, the Company has no fixed rate long-term debt due until 2024 and beyond.

Since the second quarter of 2020, the Company has allocated \$2,575 million in excess cash flows to reduce its total long-term debt balance, which includes proceeds from the Duvernay and Eagle Ford asset divestitures. The Company is targeting a Net Debt balance of approximately \$3.0 billion by the end of 2023.

In support of the Company's commitment to growing shareholder value, Ovintiv announced a new capital allocation framework in the third quarter that outlines increasing returns to shareholders as well as continuing the Company's progress on debt reduction.

For additional information on long-term debt, refer to Note 10 to the Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Dividends

Ovintiv pays quarterly dividends to common stockholders at the discretion of the Board of Directors.

(\$ millions, except as indicated)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Dividend Payments	\$ 37	\$ 24	\$ 86	\$ 73
Dividend Payments (\$/share)	\$ 0.14	\$ 0.09375	\$ 0.3275	\$ 0.28125

On November 2, 2021, the Board of Directors declared a dividend of \$0.14 per share of common stock payable on December 31, 2021 to common stockholders of record as of December 15, 2021.

Normal Course Issuer Bid

On September 28, 2021, Ovintiv announced it received regulatory approval to commence a NCIB that enables the Company to purchase, for cancellation, up to approximately 26 million shares of common stock over a 12-month period from October 1, 2021 to September 30, 2022. The number of shares authorized for purchase represent approximately 10 percent of Ovintiv's issued and outstanding shares of common stock as at September 20, 2021. The Company plans to fund the NCIB through its new capital allocation framework as discussed above.

Off-Balance Sheet Arrangements

For information on off-balance sheet arrangements and transactions, refer to the Off-Balance Sheet Arrangements section of the MD&A included in Item 7 of the 2020 Annual Report on Form 10-K.

Commitments and Contingencies

For information on commitments and contingencies, refer to Note 21 to the Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Non-GAAP Measures

Certain measures in this document do not have any standardized meaning as prescribed by U.S. GAAP and, therefore, are considered non-GAAP measures. These measures may not be comparable to similar measures presented by other issuers and should not be viewed as a substitute for measures reported under U.S. GAAP. These measures are commonly used in the oil and gas industry and by Ovintiv to provide shareholders and potential investors with additional information regarding the Company's liquidity and its ability to generate funds to finance its operations. Non-GAAP measures include: Non-GAAP Cash Flow, Non-GAAP Cash Flow Margin, Total Costs, Debt to Adjusted Capitalization, Net Debt and Net Debt to Adjusted EBITDA. Management's use of these measures is discussed further below.

Non-GAAP Cash Flow and Non-GAAP Cash Flow Margin

Non-GAAP Cash Flow is a non-GAAP measure 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 Cash Flow Margin is a non-GAAP measure defined as 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.

(\$ millions, except as indicated)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Cash From (Used in) Operating Activities	\$ 812	\$ 493	\$ 2,389	\$ 1,176
(Add back) deduct:				
Net change in other assets and liabilities	(10)	(47)	(21)	(167)
Net change in non-cash working capital	(23)	142	(58)	106
Current tax on sale of assets	-	-	-	-
Non-GAAP Cash Flow ⁽¹⁾	\$ 845	\$ 398	\$ 2,468	\$ 1,237
Divided by:				
Production Volumes (MMBOE)	49.2	46.9	148.1	147.8
Non-GAAP Cash Flow Margin (\$/BOE)	\$ 17.17	\$ 8.49	\$ 16.66	\$ 8.37

(1) The third quarter and first nine months of 2021 include restructuring costs of \$2 million and \$13 million, respectively (2020 - \$7 million and \$88 million, respectively).

Total Costs

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, restructuring and legal 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, restructuring and legal 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.

(\$ millions, except as indicated)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Total Operating Expenses	\$ 1,789	\$ 2,696	\$ 5,245	\$ 9,365
Deduct (add back):				
Market optimization operating expenses	808	380	2,245	1,224
Corporate & other operating expenses	1	-	1	(2)
Depreciation, depletion and amortization	297	406	916	1,433
Impairments	-	1,336	-	4,863
Accretion of asset retirement obligation	5	8	17	26
Long-term incentive costs	31	2	112	(8)
Restructuring and legal costs	6	7	37	88
Current expected credit losses	-	(1)	(1)	1
Total Costs	\$ 641	\$ 558	\$ 1,918	\$ 1,740
Divided by:				
Production Volumes (MMBOE)	49.2	46.9	148.1	147.8
Total Costs (\$/BOE) ⁽¹⁾	\$ 13.03	\$ 11.85	\$ 12.97	\$ 11.77

(1) Calculated using whole dollars and volumes.

Debt to Adjusted Capitalization

Debt to Adjusted Capitalization is a non-GAAP measure which adjusts capitalization for historical ceiling test impairments that were recorded as at December 31, 2011. Management monitors Debt to Adjusted Capitalization as a proxy for the Company's financial covenant under the 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.

(\$ millions, except as indicated)	September 30, 2021	December 31, 2020
Long-Term Debt, including current portion	\$ 4,791	\$ 6,885
Total Shareholders' Equity	3,797	3,837
Equity Adjustment for Impairments at December 31, 2011	7,746	7,746
Adjusted Capitalization	\$ 16,334	\$ 18,468
Debt to Adjusted Capitalization	29%	37%

Net Debt and Net Debt to Adjusted EBITDA

Net Debt and Net Debt to Adjusted EBITDA are non-GAAP measures whereby Net Debt is defined as long-term debt, including the current portion, less cash and cash equivalents and Adjusted EBITDA is defined as trailing 12-month net earnings (loss) before income taxes, depreciation, depletion and amortization, 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.

Management believes this measure is useful to the Company and its investors as a measure of financial leverage and the Company's ability to service its debt and other financial obligations. This measure is used, along with other measures, in the calculation of certain financial performance targets for the Company's management and employees.

(\$ millions, except as indicated)	September 30, 2021	December 31, 2020
Long-Term Debt, including current portion	\$ 4,791	\$ 6,885
Less:		
Cash and cash equivalents	8	10
Net Debt	4,783	6,875
Net Earnings (Loss)	(582)	(6,097)
Add back (deduct):		
Depreciation, depletion and amortization	1,317	1,834
Impairments	717	5,580
Accretion of asset retirement obligation	20	29
Interest	355	371
Unrealized (gains) losses on risk management	1,612	204
Foreign exchange (gain) loss, net	(49)	17
(Gain) loss on divestitures, net	-	-
Other (gains) losses, net	(38)	(55)
Income tax expense (recovery)	(203)	367
Adjusted EBITDA (trailing 12-month)	\$ 3,149	\$ 2,250
Net Debt to Adjusted EBITDA (times)	1.5	3.1