

TERMS OF REFERENCE FOR THE GOVERNANCE COMMITTEE

I. CONSTITUTION

There shall be a committee, to be known as the Governance Committee (the "GC"), of the Board of Directors of Enbridge Inc.

II. MEMBERSHIP

Following each annual meeting of shareholders of the Corporation, the Board shall elect from its number, not less than three (3) Directors to serve on the GC (the "Members"). The Members and the Chair of the GC are elected by the Board following the nomination of Directors by the Governance Committee. No Member of the GC shall be an officer or employee of the Corporation or any of the Corporation's affiliates. The GC shall be comprised of Members, each of whom the Board has determined has no material relationship with the Corporation and each of whom is otherwise independent. Any Member may be removed or replaced at any time by the Board and shall cease to be a Member upon ceasing to be a Director. Each Member shall hold office until the close of the next annual meeting of shareholders of the Corporation or until the Member resigns or is replaced, whichever first occurs. The Members may, by unanimous vote, add to their number and any additional Member resulting therefrom must meet all other qualifications set out in this paragraph.

The Corporate Secretary of the Corporation shall be the secretary to the GC unless the GC directs otherwise.

III. MEETINGS

The GC shall convene at such times and places designated by its Chair or whenever a meeting is requested by a Member, the Board or an officer of the Corporation. A minimum of twenty-four (24) hours notice of each meeting shall be given to each Member. The Corporate Secretary and members of management shall attend whenever requested to do so by a Member.

A meeting of the GC shall be duly convened if all Members are present, or at least a majority of the Members are present. A quorum at a Meeting shall consist of at least a majority of Members. Where the Members consent, and proper notice has been given or waived, Members of the GC may participate in a meeting of the GC by means of such telephonic, electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other, and a Member participating in such a meeting by any such means is deemed to be present at that meeting.

In the absence of the Chair of the GC, the Members may choose one (1) of the Members to be the Chair of the meeting.

Where appropriate, Members of the GC may meet separately with the Corporation's senior management.

Minutes shall be kept of all meetings of the GC.

IV. DUTIES AND RESPONSIBILITIES OF THE CHAIR

The Chair is responsible for:

- A. convening GC meetings and designating the times and places of those meetings;
- B. ensuring GC meetings are duly convened and that quorum is present when required;
- C. working with Management on the development of agendas and related materials for the GC meetings;
- D. ensuring GC meetings are conducted in an efficient, effective and focused manner;
- E. ensuring the GC has sufficient information to permit it to properly make decisions when decisions are required;
- F. providing leadership to the GC and assisting the GC in reviewing and monitoring its responsibilities;
- G. reporting to the Board on the recommendations and decisions of the GC;
- H. working with the Chair of the Board and the CEO in assuring the presence of the appropriate mix of skills and abilities on the Board to promote the continued growth and success of the organization;
- I. working with the Chair of the Board and the CEO in the recruitment of new directors, including participating in interviews of such persons; and
- J. working with the Chair of the Board in assuring an orderly succession for the Chair of the Board and thereby continuity of strategy and corporate development in the event of the retirement or resignation of the Chair of the Board.

V. DUTIES AND RESPONSIBILITIES OF THE GOVERNANCE COMMITTEE

The GC shall, as permitted by and in accordance with the requirements of the Canada Business Corporations Act, the Articles and By-Laws of the Corporation:

- A. review, approve or make recommendations to the Board or the board(s) of the Corporation's subsidiaries and affiliates in respect of guidelines, policies, procedures and practices relating to matters of corporate governance, including, but not limited to:

- i) the strategic planning process, leaving the review of the strategic plan for the Board;
 - ii) the appropriate size of the Board and relevant subsidiary boards and practices for measuring and evaluation of the performance of the Board, its committees and individual Directors;
 - iii) the indemnification by the Corporation or its subsidiaries and affiliates, pursuant to their By-Laws or pursuant to contract, of any Director or officer of the Corporation, its subsidiaries or affiliates;
 - iv) the amount and terms of any insurance to be obtained or maintained with respect to potential liabilities incurred by Directors or officers in the discharge of their duties and responsibilities;
 - v) the appropriate resolution of any conflict of interest between or among an officer, Director or shareholder, which is properly directed to the Committee by the Chair of the Board, a Director, a shareholder, the Board, the internal auditors, the external Auditors, or an officer of the Corporation (in respect of conflicts of interest relating to audit, finance or risk matters, the GC will liaise with the Audit, Finance & Risk Committee);
 - vi) the appropriate practices for determining and establishing compensation of Directors and relevant subsidiary directors for their duties or activities;
 - vii) Board standards to be applied in making determinations as to the absence of any relationship between the Corporation and a Director that would compromise the independence of a Director under applicable stock exchange and legal requirements;
 - viii) the description of Directors' duties or services, including the division of duties between and among Directors, the Chair of the Board, the President & CEO, and management; and
 - ix) the content of and compliance with the Statement on Business Conduct.
- B. after consultation with the Chair of the Board or the relevant subsidiary board, or should there be no Chair, with the President & CEO, identify, evaluate, and if appropriate, recommend:
- i) for approval by the Board or the relevant subsidiary board, the appropriate committees to be established, including the mandate, duties, responsibilities and terms of reference of each committee, and those Directors recommended for election to serve on each committee, including the Chair of each committee;
 - ii) for election by the Board and relevant subsidiary boards, any person or persons to fill vacancies arising from an increase in the size of the Board

- within the maximum permitted by the articles or by-laws, from the death, disability or retirement of a Director or from any other cause;
- iii) for ratification by the Board and relevant subsidiary boards, those persons believed to be qualified and suitable to be proposed for election as Directors at a meeting of shareholders consistent with criteria and process approved by the Board;
 - iv) orientation and development programs and materials for Directors;
 - v) corporate communications practices, guidelines and policies;
 - vi) those circumstances which warrant a request by a Board for the retirement of a Director or which should act to disqualify a Director from re-election (including, but not limited to the level of attendance at, or participation in, meetings of a Board or a committee thereof, or a change in the affiliation or employment of a Director); and
 - vii) those circumstances which shall entitle a committee, a Director, or any group of Directors, to engage, at the expense of the Corporation, any legal, financial, accounting or other services to assist a committee, a Director or such group, in the discharge of their duties as Directors.
- C. require and review management's periodic status and assessment reports, not less than annually, with respect to compliance by the Corporation and, where appropriate, its subsidiaries and affiliates, with corporate governance policies and with respect to applicable legislative, regulatory and stock exchange standards regarding matters of corporate governance;
- D. recommend for approval by the Board and, where appropriate, its subsidiaries and affiliates, the descriptions contained in the required public disclosure documents concerning the governance standards of the Corporation in respect of compliance with applicable legislative, regulatory and stock exchange requirements or standards;
- E. exercise authority and utilize resources as are appropriate to discharge the duties and responsibilities of the GC including, as deemed necessary by the GC, authority to select, retain, terminate and approve terms of engagement including fees, for special counsel, experts or consultants, without seeking approval of the Board or Management;
- F. meet separately with senior management, employees or independent advisors in respect of governance matters; and
- G. consider any other matter properly referred to the GC by the Chair of the Board, the Board, a Director, the CEO, or the management of the Corporation for review, recommendation or decision.

VI. COMMITTEE TIMETABLE

The major activities of the GC will be outlined in an annual schedule.

VII. DELEGATION TO SUBCOMMITTEE

The GC may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the GC.

VIII. PERFORMANCE EVALUATION

The GC shall establish procedures and exercise oversight of the evaluation of the Board.

The GC shall prepare and review with the Board an annual performance evaluation process of the Board as a whole, the Chair of the Board, individual Directors and each committee of the Board, including the GC, which evaluation shall compare the performance of each committee with the requirements of the applicable terms of reference for each committee. The performance evaluation shall also recommend to the Board any improvements to the applicable terms of reference for each committee deemed necessary or desirable by the GC. The performance evaluation of each Board committee shall be conducted in such manner as the GC deems appropriate. The report to the Board may take the form of an oral or written report by the Chair or any other member of the committee designated by the committee to make this report.