

page 20 in this Circular. This information includes amounts paid for audit services, audit-related services, tax fees and all other fees, as well as a description of the nature of the services comprising the fees disclosed under each category.

COMPLIANCE WITH US SEC AND NYSE STANDARDS

AUDIT COMMITTEE

Requirement: As of July 31, 2005, Enbridge was required to have an audit committee that satisfies the requirements of Rule 10A-3 under the US Exchange Act.

Rule 10A-3 requires, in brief, that the Corporation's audit committee members be independent, as defined in Rule 10A-3, and that the committee be responsible for, among other things, (a) appointing, compensating and overseeing the work of the Corporation's independent auditors, (b) establishing complaints procedures, and (c) hiring independent counsel and other advisers as it deems necessary. Rule 10A-3 also requires that the Corporation provide sufficient funds for the audit committee to compensate the independent auditors, any advisers hired by the committee and for the committee's administrative expenses. The rule permits the Corporation to continue its practice of having the shareholders vote on the retention of the Corporation's independent auditors so long as any recommendation from the Corporation is made by the audit committee.

Disclosure: The Corporation is fully compliant with this rule. Further information pertaining to the Corporation's audit committee is set forth under the heading "Audit, Finance & Risk Committee – Further Information" beginning on page 49 in this Appendix "A".

AUDIT COMMITTEE FINANCIAL EXPERT

Requirement: The Corporation is required to disclose whether it has at least one audit committee financial expert serving on its committee and if so, the name of the expert and whether the expert is independent.

Disclosure: Mr. Leslie and Mr. England are each considered an audit committee financial expert, and each of them is independent, within the meaning of the US Exchange Act. Further information about them is set forth under the heading "Audit, Finance & Risk Committee – Further Information" on page 49 in this Appendix "A".

FOREIGN PRIVATE ISSUER DISCLOSURE

Requirement: Listed foreign private issuers must disclose any significant ways in which their corporate governance practices differ from those followed by US domestic companies under NYSE listing standards.

Disclosure: The Corporation's domestic corporate governance practices with which it complies (see the heading "Corporate Governance Disclosure" on page 43 in this Appendix "A") differ from the corporate governance practices required of US companies listed on the NYSE in the significant ways set forth below.

- The NYSE requires shareholder approval for all equity compensation plans and any material amendments to such plans, regardless of whether the securities to be delivered under such plans are newly issued or purchased on the open market, subject to a few limited exceptions. The Canadian rules only require shareholder approval of equity compensation plans that involve newly issued securities and any material amendments, also subject to exception. In Canada, if an equity compensation plan does not provide for a fixed maximum number of securities to be issued but a rolling maximum number based on a fixed percentage of the issuer's outstanding securities, the plan must be approved every three years by shareholders. Shareholder approval must also be obtained if the plan provides for amendments and the amendments involve a reduction in the exercise price or an extension of the term of options held by insiders. The Corporation offers all employees an incentive to save and to increase their ownership stake in the Corporation by offering to match employee savings up to 2.5% of base salary, with an equal value contribution of up to 2.5% of their base salary in flex credits, provided the employee savings contribution is applied to purchase Enbridge common shares in the open market. This stock purchase and savings plan makes Enbridge common shares available to employees, effectively providing them with a 2.5% of base salary credit toward the cost of the common shares. Under NYSE rules, shareholder approval would be required for such plan but in Canada, such a plan does not need to be approved by shareholders because the plan purchases the Enbridge common shares in the open market and no additional common shares are issued.
- The NYSE requires certain directors of a listed US company be "independent" for a variety of purposes. While the Corporation believes that the NYSE and MI 52-110 definitions of "independence" are broadly similar, one significant difference relates to the connections between a director's family members and the Corporation's auditors. Mr. R.W. Martin (whose son is a non-audit partner in PricewaterhouseCoopers LLP, has never been involved in any Enbridge files and is separately domiciled) is "independent" for MI 52-110 purposes but would not be for NYSE purposes and therefore Mr. Martin could not serve on the AFR Committee or the HRC Committee, if the NYSE "independence" requirements applied.
- The NYSE requires that a nominating/corporate governance committee of a board be comprised entirely of independent directors, whereas in Canada there is no such requirement. Mr. Tutcher is not an independent director as he held prior to

May 1, 2006 the office of Group Vice President, Transportation South of the Corporation, and President of Enbridge Energy Company, Inc. and Enbridge Energy Management, L.L.C., both subsidiaries of the Corporation.

NOTIFICATION REQUIREMENTS

Requirement: Each listed company CEO must promptly notify the NYSE in writing after any executive officer of the listed company becomes aware of any material non-compliance with any applicable provisions of the NYSE corporate governance standards.

Disclosure: The Chief Executive Officer of the Corporation is not aware of any material non-compliance with any applicable provisions of the NYSE corporate governance standards applicable to the Corporation. If the Chief Executive Officer does become aware of any material non-compliance, he will promptly notify the NYSE in writing.

Requirement: Each listed company must submit an executed written affirmation annually to the NYSE.

Disclosure: Enbridge provided an Annual Written Affirmation to the NYSE in March 2007 and will provide its next Annual Written Affirmation in March 2008.