



COMPLIANCE WITH UNITED STATES SECURITIES AND EXCHANGE COMMISSION AND NEW YORK STOCK EXCHANGE STANDARDS

In the United States of America (“US”), Enbridge Inc. (“Enbridge” or the “Corporation”) is required to satisfy the audit committee requirements under Rule 10A-3 of the US Securities Exchange Act of 1934 (the “US Exchange Act”) and make related disclosures in its annual report on Form 40-F. A summary of these audit committee requirements is set out below under the headings “Audit Committee” and “Audit Committee Financial Expert”. As a foreign private issuer under US securities laws, Enbridge is, in most other respects, permitted to comply with Canadian corporate governance guidelines and rules rather than those applicable to US listed companies. The New York Stock Exchange (“NYSE”) standards require Enbridge to disclose the manner in which Enbridge’s corporate governance practices differ from the NYSE standards for US Companies. These differences are set out below under the headings “Foreign Private Issuer Disclosure” and “Notification Requirements.”

AUDIT COMMITTEE

Requirement: Enbridge is 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” of the Corporation’s annual information form for the year ended December 31, 2016 which is available on the System for Electronic Analysis and Retrieval (“SEDAR”) at www.sedar.com and on the Corporation’s website at www.enbridge.com.

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: Messrs. England, Coutu and McShane and Ms. Williams 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 Messrs. England and Coutu and Ms. Williams is set forth under the heading “Audit, Finance & Risk Committee” of the Corporation’s annual information form for the year ended December 31, 2016 which is available on the SEDAR at www.sedar.com and on the Corporation’s website at www.enbridge.com. Mr. McShane joined the Corporation’s audit committee after the date of the Corporation’s annual information form for the year ended December 31, 2016, and further information about Mr. McShane, as well as Messrs. England and Coutu and Ms. Williams, is set forth the Corporation’s management information circular for the 2016 annual meeting of shareholders which will be available on the SEDAR at www.sedar.com and on the Corporation’s website at www.enbridge.com on or about April 6, 2017.

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 "Governance" of the Corporation's management information circular for the 2016 annual meeting of shareholders which will be available on the SEDAR at www.sedar.com and on the Corporation's website at www.enbridge.com on or about April 6, 2017) 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 this 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.

NOTIFICATION REQUIREMENTS

Requirement: Each listed company chief executive officer must promptly notify the NYSE in writing after any executive officer of the listed company becomes aware of any 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 non-compliance with any provisions of the NYSE corporate governance standards applicable to the Corporation. If the chief executive officer does become aware of any 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 2017 and will provide its next Annual Written Affirmation in March 2018.