CORPORATE GOVERNANCE PRINCIPLES AND GUIDELINES

Introduction

Enbridge Inc. (the "Corporation") is a corporation existing under the *Canada Business Corporations Act* ("CBCA"). The Board of Directors (the "Board") of the Corporation has adopted these Corporate Governance Principles and Guidelines (the "Guidelines") to assist the Board in exercising its responsibilities by setting forth general principles with respect to key corporate governance issues for the Corporation. The Guidelines are intended as guidelines only and should be read in conjunction with the Corporation's articles, by-laws, Statement on Business Conduct, Whistle Blower Policy, and the Terms of Reference for the Board, each of the Board's committees, the Chair of the Board and the President & Chief Executive Officer ("CEO").

Role of the Board

The Board directly, and through its committees, oversees the management of, and provides stewardship over, the Corporation's affairs in a manner consistent with applicable laws and the Terms of Reference for the Board.

Frequency of Board Meetings

The Board has at least five regularly scheduled meetings per year including at least one meeting which shall be principally devoted to strategic planning. The Board holds such other meetings as necessary, in its discretion. Board committee chairs will determine the frequency and length of Board committee meetings.

Regular Meetings of Non-Management Directors

The Board meets *in camera* (i.e., without officers of the Corporation present) at every regularly-scheduled meeting. In addition, the non-management Directors hold regularly scheduled meetings without management Directors present and may invite management Directors and members of management to attend as they may determine. In the event that the non-management Directors include Directors who are not independent under applicable stock exchange rules, the Corporation should, at least once per year, schedule an executive session including only independent Directors.

Director Responsibilities

Director responsibilities shall be as specified in the Terms of Reference for the Board.

Director Independence

Independent Directors will constitute a substantial majority of the Board. The independence of each Director will be determined by the Board in accordance with applicable securities laws and stock exchange rules.

Director Nominations and Qualifications

The Board approves the nomination of Directors and has delegated the selection process to the Governance Committee. The Governance Committee serves as the Board's nominating committee and has accountability for the oversight of the Board and committee succession planning process and for making recommendations to the Board for the appointment of new Board and Board committee members.

The Board should possess, as a group, the competencies, skills and characteristics necessary to

develop and oversee the implementation of the strategic vision or the Corporation, and such other qualities as the Board shall identify from time to time. These characteristics and qualities include knowledge, experience, high ethics and standards, integrity, independent judgment, understanding of the Corporation's businesses and willingness to devote adequate time and resources to Board duties. The Board has adopted a Board and Senior Management Inclusion Policy to foster inclusion on the Board and senior management of the Corporation.

Majority Voting for Directors

This majority voting policy is adopted in accordance with, and subject to, the CBCA. Directors stand for election each year at the annual meeting of shareholders, and a separate vote of shareholders is taken with respect to each candidate nominated for Director. If there is only one candidate nominated for each position available on the Board (an uncontested election), each candidate is elected only if the number of votes cast in their favor represents a majority of the votes cast for and against them by the shareholders who are present in person or represented by proxy. If an incumbent Director who was a candidate is not re-elected by a majority of "for" votes in an uncontested election, the Director may continue in office for a transition period until the earlier of (a) the 90th day after the day of the election or (b) the day on which their successor is appointed or elected.

Board Leadership

The roles of Chair of the Board and CEO will not be combined nor held by the same person. The Corporation will have Terms of Reference for the roles of Chair of the Board and CEO.

Director Access to Management and Independent Advisors

Directors have complete access to management of the Corporation, and the Board encourages the CEO to bring to Board meetings those members of senior management who can provide additional insight resulting from their involvement in the matters being discussed.

The Board may engage the services of independent advisers at any time as it deems necessary and appropriate at the expense of the Corporation.

Board Interlocks

Directors may serve on the boards of other public entities and together on the boards and committees of other public entities, as long as their outside positions and common memberships do not affect their ability to exercise independent judgment while serving on the Corporation's Board. Directors should advise the Chair of the Board in advance of accepting an invitation to serve on another public entity board. Directors who serve on the Corporation's Audit, Finance & Risk Committee cannot sit on the audit committees of more than two other public entities unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Corporation's Audit, Finance & Risk Committee.

Director Orientation and Continuing Education

The Board ensures that new Directors are appropriately introduced and oriented to the Corporation and its businesses as well as to the role of the Board, its committees and its Directors and that Directors receive continuing orientation, education and development.

Director Tenure

Following the attainment of age 75, a Director will retire at the next annual meeting of shareholders. A Director will not be eligible to serve as the Chair of any Board committee beyond the annual meeting of shareholders following the Director's 74th birthday.

Director Compensation / Share Ownership

Director compensation will be competitive, reasonable and customary in comparison to corporations that are similarly situated. The Governance Committee oversees, and the Board reviews and approves, Directors' compensation. Directors' compensation is to be formally reviewed by an independent, expert consultant every two years, with an informal, internal review of Directors' compensation to be undertaken by the Governance Committee on offset years and as otherwise determined by the Governance Committee. Employees of the Corporation who are also Directors will not receive additional compensation for their services as a Director.

In order to support the alignment of Directors' interests with those of the Corporation's shareholders, Directors shall hold a personal investment of at least three times their annual Board retainer in the Corporation's common shares, deferred stock units or a combination thereof, within five years of becoming a Director. These share ownership guidelines are periodically reviewed by the Governance Committee.

Board Committees

The Board shall have at least the committees required by applicable stock exchange rules and applicable laws. The standing committees of the Board, which assist the Board in discharging its responsibilities, are: (1) Audit, Finance & Risk Committee; (2) Sustainability Committee; (3) Governance Committee; (4) Human Resources & Compensation Committee; and (5) Safety & Reliability Committee.

Each standing Board committee will have Terms of Reference complying with applicable laws, rules and regulations and approved by the Board, outlining the responsibilities of the committee and its chair. The Board may also create ad hoc committees from time to time to examine specific issues on behalf of the Board.

The Governance Committee annually reviews the Board Committee memberships and recommends Committee membership changes and assignments to the Board. A Director may serve on more than one committee for which he or she qualifies.

Annual Performance Evaluation of the Board

The Board oversees the process for annually evaluating the effectiveness and contribution of the Board, Board committees and individual Directors. The Governance Committee oversees the completion of this annual process.

Annual Performance Evaluation of the CEO and Management Succession

The Human Resources & Compensation Committee oversees the annual performance evaluation of the CEO.

The Board oversees processes for succession planning, including the appointment and monitoring of senior management and the CEO. The Human Resources & Compensation Committee oversees long-range planning for executive development, succession and retention.

Shareholder Advisory Vote on Approach to Executive Compensation

In accordance with applicable securities laws and stock exchange requirements, shareholders shall periodically have the opportunity to review the Corporation's approach to executive compensation disclosed in the Corporation's management proxy circular. As this is an advisory vote, the results will not be binding upon the Board; however, the advisory vote will form an important part of the ongoing process of shareholder engagement.

Amendment

These Guidelines and related governance documents will be reviewed and amended from time to time.

No Rights Created

These Guidelines are a broad policy statement and are intended to be part of the Board's flexible governance framework. These Guidelines do not create any legally binding obligations on the Board, any Board committee, any Director, or the Corporation.