TERMS OF REFERENCE FOR THE GOVERNANCE COMMITTEE

I. CONSTITUTION

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

II. MEMBERSHIP

Following each annual meeting of shareholders of the Corporation, the Board shall elect from its members, not less than three (3) Directors to serve on the Committee (the "Members"). The Members and the Chair of the Committee are elected by the Board after the Board has received the Governance Committee's recommendations. 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 of the Corporation.

Members of the Committee shall meet applicable requirements and guidelines for nominating/corporate governance committee service, including requirements and guidelines with respect to being independent, as set forth in applicable securities laws or stock exchange requirements. Determinations as to whether a Director satisfies the requirements for membership on the Committee shall be made by the Board.

III. MEETINGS

The procedures for Committee meetings shall be as specified in the Terms of Reference for the Board.

IV. PURPOSE

The purpose of the Committee is to fulfill public company nominating/corporate governance committee legal obligations and to assist the Board in fulfilling its oversight responsibilities with respect to the Corporation's Director nominations process, Director compensation, and the Corporation's corporate governance policies and practices.

V. DUTIES AND RESPONSIBILITIES OF THE CHAIR

The Chair is responsible for:

A. providing leadership to the Committee, assisting the Committee in reviewing and monitoring its responsibilities and reporting to the Board on the recommendations and decisions of the Committee;

B. designating the times and places of Committee meetings, overseeing the convening of Committee meetings and confirming that quorum is present when required;

C. working with management on the development of agendas and related materials for the Committee meetings so that the Committee has sufficient information to permit it to properly make decisions when required;

D. conducting Committee meetings in an efficient, effective and focused manner;

E. working with the Chair of the Board and the Chief Executive Officer ("CEO") in the recruitment of new Directors, including participating in interviews of Director candidates;

F. working with the Chair of the Board to determine appropriate consequences for non-attendance by a Member at Board and/or Committee meetings; and

G. working with the Chair of the Board to facilitate an orderly succession for the Chair of the Board.

VI. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The Committee shall, as permitted by and in accordance with the requirements of the Corporation's articles, by-laws, and applicable laws and stock exchange requirements, have the following specific duties and responsibilities

A. review, amend or approve, or make recommendations to the Board or the applicable subsidiary or affiliate board regarding guidelines, policies, procedures and practices relating to matters of corporate governance, including, but not limited to:

i) general corporate governance principles and guidelines for the Corporation, insider trading and reporting guidelines, disclosure guidelines, and the Terms of Reference for the Board of Directors, all of which shall be reviewed by the Committee at least annually;

ii) the Corporation's Board and Senior Management Inclusion Policy (the "Inclusion Policy"), which shall be reviewed by the Committee at least annually, including monitoring its effectiveness and the Corporation's progress thereon;

iii) processes for identifying and assessing potential Board candidates against appropriate criteria, including their ability to devote sufficient time and resources to serving as a Director, and for selecting or recommending nominees for election as Directors at an annual or special meeting of shareholders;

iv) consideration of all candidates recommended by the Corporation's shareholders in accordance with the procedures set forth in the *Canada Business Corporations Act* and the Corporation's by-laws, as described in the Corporation's management proxy circular;

v) overseeing governance-related engagement with shareholders, including any shareholder proposals received by the Corporation;

vi) the identification and review, in collaboration with the Chair of the Board and the CEO, of the appropriate competencies, skills and characteristics required of the Board and Directors, including the considerations specified in the Inclusion Policy; and the annual review of the long-term composition of the Board that takes into consideration those requirements, the latest retirement dates of current Directors, and the strategic direction of the Corporation;

vii) the appropriate size of the Board and relevant subsidiary boards;

viii) the indemnification and insurance program for Directors and officers of the

Corporation, its subsidiaries or affiliates;

ix) questions of independence or possible conflicts of interest between or among an officer, Director, or shareholder, which are properly directed to the Committee;

x) Board standards for determining whether a Director has any relationship with the Corporation that could compromise the Director's independence under applicable laws and stock exchange requirements; and the annual review of each Director's independence and recommendation of independence determinations to the Board;

xi) compensation of Directors and relevant subsidiary Directors for their duties or activities, including a periodic review of the Director share ownership guidelines;

xii) the allocation of duties among Directors, the Chair of the Board, the CEO, and management; and review of the Corporation's structure and procedures to assess whether the Board can and does function independently of management; and

xiii) the content of and compliance with the Statement on Business Conduct.

B. monitor developments and best practices relating to corporate governance and periodically review the Corporation's governance practices with a view to maintaining high standards of corporate governance;

C. receive reports from management, including relevant portions of the Corporate Risk Assessment, and oversee risks within the Committee's mandate;

D. after consultation with the Chair of the Board or the relevant subsidiary board, or in the event there is no Chair of the Board, with the CEO, identify, evaluate, and if appropriate, recommend:

i) 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;

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 Corporation's articles or by-laws, from the death, disability or retirement of a Director or from any other cause;

iii) 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;

iv) orientation, continuing education and ongoing development programs and materials for Directors; and

v) the criteria to warrant a request by the Board or the applicable subsidiary board for the retirement of a Director or disqualification of a Director from re-election.

E. periodically review management's reports on the Corporation's and, where

appropriate, its subsidiaries' and affiliates' compliance with corporate governance policies and applicable legislative, regulatory and stock exchange requirements, guidelines and standards relating to corporate governance;

F. recommend for approval by the Board and, where appropriate, the relevant subsidiary or affiliate boards, the descriptions in required public disclosure documents of the Corporation's governance standards and their compliance with applicable legislative, regulatory and stock exchange requirements, guidelines and standards, including disclosure in the Corporation's management proxy circular regarding Director independence and the operation of the Committee;

G. exercise such authority and use such reasonable funding and resources as the Committee determines necessary, to discharge its duties and responsibilities, which funding and resources are to be provided by the Corporation. The Committee may, without Board or management approval, select, retain and terminate special counsel, experts, search firms or consultants, and approve their terms of engagement, including fees;

H. meet separately with senior management, employees or independent advisors in respect of governance matters, as deemed necessary by the Committee; and

I. consider any other matter properly referred to the Committee by the Chair of the Board, the Board, a Director, the CEO, or the management of the Corporation for review, recommendation or decision.

VII. REVIEW OF TERMS OF REFERENCE

The Committee shall review and reassess the adequacy of its Terms of Reference at least annually.

VIII. PERFORMANCE EVALUATION

The Committee shall establish and oversee the annual performance evaluation process to assess the effectiveness and performance of the Board as a whole, the Chair of the Board, individual Directors, and each committee of the Board (including the Committee). Such performance evaluations shall compare performance against any applicable Terms of Reference. The Board or the Chair of the Board shall receive the results of all performance evaluations.

IX. DELEGATION TO SUBCOMMITTEE

The Committee may, in its discretion, delegate to a subcommittee of the Committee all or a portion of its duties and responsibilities that may be lawfully delegated.

X. NO RIGHTS CREATED

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