TERMS OF REFERENCE FOR THE HUMAN RESOURCES & COMPENSATION COMMITTEE

I. CONSTITUTION

There shall be a committee, to be known as the Human Resources & Compensation 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 compensation committee service, including requirements and guidelines with respect to independence, 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 compensation committee legal obligations and to assist the Board in fulfilling its oversight responsibilities with respect to human capital management; human resources strategy, policies and practices; succession, development and retention plans; compensation philosophy and programs; executive compensation; and compensation, benefits, savings and retirement plans.

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; and

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

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:

(i) human capital management strategy, policies, practices and structures;

(ii) compensation programs, annual salary budgets, employee benefits plans, cash-based and equity-based incentive compensation plans, other management incentive and perquisite plans, any other non-standard remuneration plans, and any clawback policies;

(iii) the comparator group of companies to be used for executive compensation purposes;

(iv) executive officer appointments and their compensation, including special pension arrangements, and other officer appointments;

(v) share ownership guidelines for senior management;

(vi) management succession, development and retention plans and termination policies/arrangements;

(vii) the Committee's report and the annual report on executive compensation, to be included in the Corporation's management proxy circular, and any other executive compensation disclosure to be included in any other public disclosure document of the Corporation, in accordance with applicable laws and stock exchange requirements; and

(viii) the Corporation's inclusion strategy.

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

C. review and oversee the administration of:

(i) the Corporation's incentive compensation plans, including short-term incentive, incentive stock option, performance stock unit, restricted stock unit, and similar plans;

(ii) the Corporation's compensatory recovery and clawback policies, including any clawback policies that may be required by applicable laws and stock exchange requirements;

(iii) the Corporation's compensation programs from a risk perspective, including assessing whether they could encourage inappropriate or excessive risk-taking that is reasonably likely to have a materially adverse impact on the Corporation; and

(iv) in conjunction with management, compliance with applicable compensation-related legal and regulatory requirements, including consideration of relevant tax consequences in the design and administration of compensation programs.

D. in conjunction with the Chair of the Board, lead the annual Chief Executive Officer ("CEO") review process, including requesting input from all Board members on the CEO's performance against objectives, and report the results to the Board. In that regard, the Committee shall

review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance in light of those goals and objectives, and determine and recommend the CEO's compensation to the independent members of the Board for their approval;

E. in conjunction with the Chair of the Board and with input from the Board members, identify a CEO succession plan to be reviewed by the Board;

F. review, approve or make recommendations to the Board or to the boards of the Corporation's subsidiaries and affiliates in respect of the following pension, retirement, and savings plan matters:

(i) the design of pension, retirement and savings plans, including material changes thereto;

(ii) the terms of reference of the management pension committee and appointment of its Chair; and

(iii) annual pension reports, including in respect of compliance with policies, funding position, investment performance, financial risk aspects of policies and investment portfolios, and other material matters;

G. review, on an annual basis, key talent priorities, including those pertaining to collective bargaining for employees;

H. 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 compensation consultants, outside legal counsel, and other advisors (each, an "Advisor"), and approve their terms of engagement, including fees. The Committee shall be directly responsible for the appointment, compensation and oversight of any Advisor it retains. Before selecting or receiving advice from an Advisor, the Committee shall consider all factors relevant to the Advisor's independence from management, including those set forth in the rules of the New York Stock Exchange. The Committee nevertheless select or receive advice from an Advisor that is not independent;

I. meet separately with senior management, employees or independent advisors in respect of human resources and compensation matters, as deemed necessary by the Committee;

J. participate in the annual performance evaluation process overseen by the Governance Committee; and

K. 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. DELEGATION TO SUBCOMMITTEE AND MANAGEMENT PENSION COMMITTEE

A. 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.

B. The Committee may, in its discretion, delegate to the Chair of the management pension committee the appointment of members to the management pension committee.

C. The Committee may, in its discretion, delegate to the management pension committee the approval of policies and guidelines with respect to the funding of liabilities and the investment of assets of each pension and retirement plan.

IX. 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.