TERMS OF REFERENCE FOR THE BOARD OF DIRECTORS

I. INTRODUCTION

The Board of Directors ("Board") of Enbridge Inc. (the "Corporation") oversees the management of the Corporation's business and affairs, directly and through its committees. In doing so, the Board acts in the best interests of the Corporation with a view to enhancing long-term shareholder value while considering the interests of shareholders and other stakeholders. The *Canada Business Corporations Act* ("CBCA") requires every director and officer to act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The Board operates by delegating certain of its authorities to management and by reserving certain powers to the Board and its committees. The Board is responsible for the stewardship of the Corporation and for overseeing the actions of, and providing overall guidance and direction to, management. Management is responsible for the day-to-day management of the Corporation.

These Terms of Reference are intended not to limit the powers of the Board but to assist the Board in the exercise of its powers and the fulfillment of its duties. These Terms of Reference operate in conjunction with the Corporate Governance Principles and Guidelines and the respective Terms of Reference for each of the Board's committees, the Chair of the Board and the President & Chief Executive Officer ("CEO").

II. BOARD OF DIRECTORS AND COMMITTEES

The organization of the Board and its authority and procedures are subject to the CBCA and the Corporation's articles and by-laws. The Corporation is also subject to other applicable laws and stock exchange requirements.

The Board may establish and delegate some of its responsibilities and powers to its committees. Each Board committee shall convene at such times and places designated by its chair or whenever a meeting is requested by a committee member, the Board or an officer of the Corporation (or in the case of the Audit, Finance & Risk Committee, by the internal auditor or external auditor). A minimum of twenty-four (24) hours' notice of each meeting shall be given to each Board committee member. A quorum at a meeting shall consist of at least a majority of the members. Subject to the CBCA and the Corporation's articles and by-laws, and where the members consent, and proper notice has been given or waived, committee members may participate in a meeting of the committee by means of such telephonic, electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other, and a member participating in such a meeting by any such means is deemed to be present at that meeting. In the absence of the chair of the committee, the committee members may choose one (1) of the members to be the chair of the meeting. Minutes shall be kept of all meetings of the Board's committees.

Directors are expected to adequately prepare for, attend and participate at Board and Board committee meetings of which they are a member, become familiar with deliberations and decisions after any missed meetings, and attend the annual meeting of shareholders. Directors should at all times discharge their responsibilities with the highest standards of ethical conduct and in conformity with applicable law, the Corporation's values of Safety, Integrity, Respect, Inclusion and High Performance, and the Corporation's Statement on Business Conduct.

III. PRINCIPAL RESPONSIBILITIES

As part of its stewardship responsibility, the Board has the following responsibilities:

A. **CEO and Senior Management** — appointing the CEO; approving the Terms of Reference for the CEO; evaluating the CEO's performance; approving the CEO's compensation; approving the appointment of executive officers; and ratifying the appointment of other officers;

B. **Succession Planning —** overseeing processes for succession planning, including the appointment and monitoring of senior management and the CEO;

C. **Board Effectiveness** – overseeing processes to regularly assess the effectiveness and performance of the Board as a whole, the Chair of the Board, individual Directors, and each committee of the Board.

D. **Strategy** — adopting a strategic planning process and approving, at least annually, a strategic plan which considers, among other things, the opportunities and risks of the Corporation's businesses; monitoring progress of the strategic plan, and directing management to initiate corrective action, as appropriate;

E. **Risk** — overseeing processes for identifying and understanding the principal risks of the Corporation's businesses and that appropriate systems are implemented to monitor, manage and mitigate those risks;

F. **Internal Control** — overseeing processes to monitor and maintain the integrity of the Corporation's internal control and management information systems;

G. **Culture of Safety, Integrity, Respect, Inclusion and High Performance** — satisfying itself as to the integrity of the CEO and other executive officers and that the CEO and other executive officers maintain a culture of Safety, Integrity, Respect, Inclusion and High Performance, throughout the Corporation. This includes adopting, approving and monitoring compliance with the Corporation's Statement on Business Conduct, applicable to all employees, contractors and Directors of the Corporation;

H. **Corporate Governance** — developing and maintaining the Corporation's approach to corporate governance, including the Corporate Governance Principles and Guidelines;

I. **Communications** — overseeing the Corporation's communications program for communicating with and receiving feedback from shareholders, stakeholders and the general public and processes for public disclosures and corporate communications, in compliance with applicable securities legislation; and

J. **Non-Delegable Responsibilities** — making certain Board decisions that cannot be delegated under the CBCA, including authorizing the issuance of securities, declaring dividends, approving management proxy circulars, approving annual financial statements and adopting, amending or repealing the Corporation's by-laws.

IV. ADDITIONAL TYPICAL BOARD MATTERS

The following non-exhaustive list identifies other matters generally considered by the Board in fulfilling its responsibility for stewardship of the Corporation. The Board may determine it appropriate to delegate certain of these matters to Board committees:

(i) overseeing corporate financial operations, including: reviewing and recommending to shareholders changes to capital structure; reviewing and approving the annual budget, annual financing plans, dividend policy and new financings; reviewing and approving financial statements, management's discussion and analysis and the public release thereof, the annual report; and approving the Corporation's delegation of authority policies for authorities delegated to management;

(ii) reviewing and approving material initiatives, investments and transactions;

(iii) overseeing processes to address applicable corporate, securities, regulatory and other compliance matters and approving and monitoring compliance with significant policies and procedures by which the Corporation is governed and operated; and

(iv) managing the Board's own affairs.

In addition to the matters referred to in these Terms of Reference, the Board performs other functions as may be necessary or appropriate in the circumstances, including functions expressly required by the CBCA or other applicable laws, the Corporation's articles or by-laws or applicable stock exchange requirements.

V. COMMUNICATING WITH THE BOARD

Interested parties wishing to communicate with the Board Chair may do so by writing to Board Chair c/o Corporate Secretary, Enbridge Inc., 200, 425-1st Street S.W., Calgary, Alberta, Canada T2P 3L8 or by email to corporatesecretary@enbridge.com.

VI. NO RIGHTS CREATED

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