

**FORM 13-502F1
CLASS 1 AND CLASS 3B REPORTING ISSUERS – PARTICIPATION FEE**

MANAGEMENT CERTIFICATION

I, Max Chan, an officer of the reporting issuer noted below have examined this Form 13-502F1 (the **Form**) being submitted hereunder to the Ontario Securities Commission and certify that to my knowledge, having exercised reasonable diligence, the information provided in the Form is complete and accurate.

(s) "Max Chan" February 15, 2019
 Name: Max Chan Date:
 Title: Vice President, Treasury

Reporting Issuer

Name: Enbridge Inc.

End date of previous financial year: December 31, 2018

Type of Reporting Issuer: **Class 1 reporting issuer** **Class 3B reporting issuer**

Highest Trading Marketplace: Toronto Stock Exchange
 (refer to the definition of "highest trading marketplace" under OSC Rule 13-502 Fees)

Market value of listed or quoted securities:
 (in Canadian Dollars – refer to section 7.1 of OSC Rule 13-502 Fees)

Equity Symbol	<u>ENB</u>	
1st Specified Trading Period (dd/mm/yy) (refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)	<u>Jan 1, 2018</u>	to <u>Mar 31, 2018</u>
Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace	\$	<u>40.52(i)</u>
Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period		<u>1,750,000,000(ii)</u>
Market value of class or series	(i) x (ii)	\$ <u>70,910,000,000(A)</u>
2nd Specified Trading Period (dd/mm/yy) (refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)	<u>Apr 1, 2018</u>	to <u>Jun 30, 2018</u>
Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace	\$	<u>47.00(iii)</u>
Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period		<u>1,715,000,000iv)</u>
Market value of class or series	(iii) x (iv)	\$ <u>80,605,000,000(B)</u>
3rd Specified Trading Period (dd/mm/yy)	<u>Jul 1, 2018</u>	to <u>Sep 30, 2018</u>

(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)	_____	_____
Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace		\$ <u>41.76(v)</u>
Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period		<u>1,794,000,000(vi)</u>
Market value of class or series	(v) x (vi)	<u>74,917,440,000(C)</u>
4th Specified Trading Period (dd/mm/yy) (refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)	<u>Oct 1, 2018</u>	to <u>Dec 31, 2018</u>
Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace		<u>42.41(vii)</u>
Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period		<u>2,022,000,000(viii)</u>
Market value of class or series	(vii) x (viii)	\$ <u>85,753,020,000(D)</u>
5th Specified Trading Period (dd/mm/yy) (if applicable – refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)	_____	to _____
Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace		\$ _____ (ix)
Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period		_____ (x)
Market value of class or series	(ix) x (x)	\$ _____ (E)
Average Market Value of Class or Series (Calculate the simple average of the market value of the class or series of security for each applicable specified trading period (i.e. A through E above))		\$ <u>78,046,365,000</u> <u>(1)</u>
(Repeat the above calculation for each other class or series of equity securities of the reporting issuer (and a subsidiary pursuant to paragraph 2.8(1)(c) of OSC Rule 13-502 Fees, if applicable) that was listed or quoted on a marketplace at the end of the previous financial year)		
Fair value of outstanding debt securities: (See paragraph 2.8(1)(b), and if applicable, paragraph 2.8(1)(c) of OSC Rule 13-502 Fees)		\$ <u>31,119,773,474</u> <u>(Includes Pref)</u> <u>(2)</u>
(Provide details of how value was determined)		
Capitalization for the previous financial year	(1) + (2)	\$ <u>109,166,138,474</u>

Participation Fee

(For Class 1 reporting issuers, from Appendix A of OSC Rule 13-502 *Fees*, select the participation fee)

\$ 100,500

(For Class 3B reporting issuers, from Appendix A.1 of OSC Rule 13-502 *Fees*, select the participation fee)

Late Fee, if applicable

(As determined under section 2.7 of OSC Rule 13-502 *Fees*)

\$ _____

Total Fee Payable

(Participation Fee plus Late Fee)

\$ 100,500

Enbridge Inc.
Participation Fee Calculation
As at December 31, 2018

Common Equity

Date	Adjusted Close	Shares Outstanding	Market Value
1/31/2018	\$ 45.05		
2/28/2018	\$ 40.81		
3/30/2018	\$ 40.52	1,750,000,000	\$ 70,910,000,000.00
4/30/2018	\$ 38.89		
5/31/2018	\$ 40.29		
6/29/2018	\$ 47.00	1,715,000,000	\$ 80,605,000,000.00
7/31/2018	\$ 46.21		
8/31/2018	\$ 44.51		
9/28/2018	\$ 41.76	1,794,000,000	\$ 74,917,440,000.00
10/31/2018	\$ 41.02		
11/30/2018	\$ 43.66		
12/31/2018	\$ 42.41	2,022,000,000	\$ 85,753,020,000.00
Average Market Value			\$ 78,046,365,000.00

Preferred Shares	Close	Shares Outstanding	Market Value
Series A - March 31, 2018	\$ 24.19	5,000,000	\$ 120,950,000
Series A - June 30, 2018	\$ 24.37	5,000,000	\$ 121,850,000
Series A - September 30, 2018	\$ 24.25	5,000,000	\$ 121,250,000
Series A - December 31, 2018	\$ 22.71	5,000,000	\$ 113,550,000
Series A - Average			\$ 119,400,000
Series B - March 31, 2018	\$ 18.59	18,269,812	\$ 339,635,805
Series B - June 30, 2018	\$ 18.34	18,269,812	\$ 335,068,352
Series B - September 30, 2018	\$ 18.35	18,269,812	\$ 335,251,050
Series B - December 31, 2018	\$ 15.33	18,269,812	\$ 280,076,218
Series B - Average			\$ 322,507,856
Series D - March 31, 2018	\$ 19.66	18,000,000	\$ 353,880,000
Series D - June 30, 2018	\$ 19.53	18,000,000	\$ 351,540,000
Series D - September 30, 2018	\$ 19.50	18,000,000	\$ 351,000,000
Series D - December 31, 2018	\$ 16.70	18,000,000	\$ 300,600,000
Series D - Average			\$ 339,255,000
Series F - March 31, 2018	\$ 19.94	20,000,000	\$ 398,800,000
Series F - June 30, 2018	\$ 19.93	20,000,000	\$ 398,600,000
Series F - September 30, 2018	\$ 20.07	20,000,000	\$ 401,400,000
Series F - December 31, 2018	\$ 17.60	20,000,000	\$ 352,000,000
Series F - Average			\$ 387,700,000
Series H - March 31, 2018	\$ 18.58	14,000,000	\$ 260,120,000
Series H - June 30, 2018	\$ 18.39	14,000,000	\$ 257,460,000
Series H - September 30, 2018	\$ 18.47	14,000,000	\$ 258,580,000
Series H - December 31, 2018	\$ 15.89	14,000,000	\$ 222,460,000
Series H - Average			\$ 249,655,000
Series J - March 31, 2018 - USD	\$ 22.14	8,000,000	\$ 177,120,000
Series J - June 30, 2018 - USD	\$ 22.10	8,000,000	\$ 176,800,000
Series J - September 30, 2018 - USD	\$ 22.34	8,000,000	\$ 178,720,000
Series J - December 31, 2018 - USD	\$ 19.10	8,000,000	\$ 152,800,000
Series J - Average			\$ 171,360,000
Series L - March 31, 2018 - USD	\$ 22.09	16,000,000	\$ 353,440,000
Series L - June 30, 2018 - USD	\$ 22.42	16,000,000	\$ 358,720,000
Series L - September 30, 2018 - USD	\$ 22.50	16,000,000	\$ 360,000,000
Series L - December 31, 2018 - USD	\$ 19.16	16,000,000	\$ 306,560,000
Series L - Average			\$ 344,680,000
Series N - March 31, 2018	\$ 20.45	18,000,000	\$ 368,100,000
Series N - June 30, 2018	\$ 20.44	18,000,000	\$ 367,920,000
Series N - September 30, 2018	\$ 20.87	18,000,000	\$ 375,660,000
Series N - December 31, 2018	\$ 18.55	18,000,000	\$ 333,900,000
Series N - Average			\$ 361,395,000
Series P - March 31, 2018	\$ 19.81	16,000,000	\$ 316,960,000
Series P - June 30, 2018	\$ 19.85	16,000,000	\$ 317,600,000
Series P - September 30, 2018	\$ 19.96	16,000,000	\$ 319,360,000
Series P - December 31, 2018	\$ 16.30	16,000,000	\$ 260,800,000
Series P - Average			\$ 303,680,000
Series R - March 31, 2018	\$ 19.73	16,000,000	\$ 315,680,000
Series R - June 30, 2018	\$ 19.90	16,000,000	\$ 318,400,000
Series R - September 30, 2018	\$ 19.90	16,000,000	\$ 318,400,000
Series R - December 31, 2018	\$ 16.21	16,000,000	\$ 259,360,000
Series R - Average			\$ 302,960,000
Series 1 - March 31, 2018 - USD	\$ 23.81	16,000,000	\$ 380,960,000
Series 1 - June 30, 2018 - USD	\$ 23.85	16,000,000	\$ 381,600,000
Series 1 - September 30, 2018 - USD	\$ 23.94	16,000,000	\$ 383,040,000

USD/CAD Exchange
1.3658

Series 1 - December 31, 2018 - USD	\$	21.00	16,000,000	\$	336,000,000	\$	458,908,800	CAD Conversion
Series 1 - Average				\$	370,400,000	\$	505,892,320	CAD Conversion
Series 3 - March 31, 2018	\$	19.40	24,000,000	\$	465,600,000			
Series 3 - June 30, 2018	\$	19.45	24,000,000	\$	466,800,000			
Series 3 - September 30, 2018	\$	19.35	24,000,000	\$	464,400,000			
Series 3 - December 31, 2018	\$	15.63	24,000,000	\$	375,120,000			
Series 3 - Average				\$	442,980,000			
Series 5 - March 31, 2018 - USD	\$	22.02	8,000,000	\$	176,160,000	\$	240,599,328	CAD Conversion
Series 5 - June 30, 2018 - USD	\$	22.40	8,000,000	\$	179,200,000	\$	244,751,360	CAD Conversion
Series 5 - September 30, 2018 - USD	\$	22.54	8,000,000	\$	180,320,000	\$	246,281,056	CAD Conversion
Series 5 - December 31, 2018 - USD	\$	19.34	8,000,000	\$	154,720,000	\$	211,316,576	CAD Conversion
Series 5 - Average				\$	172,600,000	\$	235,737,080	CAD Conversion
Series 7 - March 31, 2018	\$	20.60	10,000,000	\$	206,000,000			
Series 7 - June 30, 2018	\$	20.34	10,000,000	\$	203,400,000			
Series 7 - September 30, 2018	\$	20.14	10,000,000	\$	201,400,000			
Series 7 - December 31, 2018	\$	17.00	10,000,000	\$	170,000,000			
Series 7 - Average				\$	195,200,000			
Series 9 - March 31, 2018	\$	20.37	11,000,000	\$	224,070,000			
Series 9 - June 30, 2018	\$	20.38	11,000,000	\$	224,180,000			
Series 9 - September 30, 2018	\$	20.35	11,000,000	\$	223,850,000			
Series 9 - December 31, 2018	\$	17.00	11,000,000	\$	187,000,000			
Series 9 - Average				\$	214,775,000			
Series 11 - March 31, 2018	\$	20.35	20,000,000	\$	407,000,000			
Series 11 - June 30, 2018	\$	20.28	20,000,000	\$	405,600,000			
Series 11 - September 30, 2018	\$	20.23	20,000,000	\$	404,600,000			
Series 11 - December 31, 2018	\$	16.65	20,000,000	\$	333,000,000			
Series 11 - Average				\$	387,550,000			
Series 13 - March 31, 2018	\$	20.38	14,000,000	\$	285,320,000			
Series 13 - June 30, 2018	\$	20.55	14,000,000	\$	287,700,000			
Series 13 - September 30, 2018	\$	20.26	14,000,000	\$	283,640,000			
Series 13 - December 31, 2018	\$	16.76	14,000,000	\$	234,640,000			
Series 13 - Average				\$	272,825,000			
Series 15 - March 31, 2018	\$	20.45	11,000,000	\$	224,950,000			
Series 15 - June 30, 2018	\$	20.36	11,000,000	\$	223,960,000			
Series 15 - September 30, 2018	\$	20.35	11,000,000	\$	223,850,000			
Series 15 - December 31, 2018	\$	16.78	11,000,000	\$	184,580,000			
Series 15 - Average				\$	214,335,000			
Series 17 - March 31, 2018	\$	25.35	30,000,000	\$	760,500,000			
Series 17 - June 30, 2018	\$	25.36	30,000,000	\$	760,800,000			
Series 17 - September 30, 2018	\$	25.45	30,000,000	\$	763,500,000			
Series 17 - December 31, 2018	\$	24.73	30,000,000	\$	741,900,000			
Series 17 - Average				\$	756,675,000			
Series 19 - March 31, 2018	\$	24.42	20,000,000	\$	488,400,000			
Series 19 - June 30, 2018	\$	24.05	20,000,000	\$	481,000,000			
Series 19 - September 30, 2018	\$	24.09	20,000,000	\$	481,800,000			
Series 19 - December 31, 2018	\$	22.01	20,000,000	\$	440,200,000			
Series 19 - Average				\$	472,850,000			
Average 2018 Preferred Share Value				\$	6,790,179,688			

Term Debt

	Maturity Date	Fair Market Value	Coupon
MTN	Mar-11-2021	\$ 399,901,126.69	3.160%
MTN	Jan-13-2023	\$ 280,641,928.31	3.940%
MTN	Feb-22-2022	\$ 209,366,875.06	4.850%
MTN	Feb-22-2019	\$ 301,015,219.15	4.100%
MTN	Nov-21-2044	\$ 250,691,415.03	4.870%
MTN	Nov-12-2020	\$ 103,513,050.67	4.850%
MTN	Nov-19-2024	\$ 507,824,870.78	3.950%
MTN	Sep-02-2019	\$ 407,321,820.21	4.770%
MTN	Mar-09-2020	\$ 514,411,934.11	4.530%
MTN	Feb-01-2021	\$ 204,445,129.56	4.260%
MTN	Dec-05-2022	\$ 347,299,037.08	3.190%
MTN	Jun-30-2023	\$ 458,459,826.19	3.940%
MTN	Jul-14-2028	\$ 78,603,336.72	6.100%
MTN	Jul-24-2030	\$ 254,327,567.26	7.220%
MTN	Jun-18-2032	\$ 258,404,247.82	7.200%
MTN	Nov-14-2035	\$ 168,831,998.31	5.570%
MTN	Sep-02-2039	\$ 228,824,728.52	5.750%
MTN	Sep-28-2040	\$ 105,443,897.27	5.120%
MTN	Aug-27-2042	\$ 367,316,374.16	4.240%
MTN	Aug-27-2042	\$ 229,572,733.85	4.240%
MTN	Mar-11-2044	\$ 478,324,980.35	4.570%
MTN	Mar-28-2064	\$ 119,036,551.15	4.560%
FRN	May-24-2019	\$ 754,198,177.78	CDOR + 59bps
MTN	Dec-05-2022	\$ 446,527,333.38	3.190%

MTN	Jun-08-2027	\$ 424,162,239.21	3.200%
MTN	Mar-11-2044	\$ 286,994,988.25	4.570%
Hybrid 5.375%	Sep-27-2077	\$ 1,517,340,000.00	5.375%
Hybrid 6.625%	Apr-12-2028	\$ 757,650,000.00	6.625%
Total CAD		\$ 10,460,951,387	

	Maturity Date	Fair Market Value	Coupon
MTN	Oct-01-2023	\$ 798,649,611	4.000%
MTN	Jun-10-2024	\$ 484,935,253	3.500%
MTN	Jun-10-2044	\$ 450,207,291	4.500%
MTN	Dec-01-2026	\$ 835,453,350	4.250%
MTN	Dec-01-2046	\$ 1,134,707,571	5.500%
Fixed / Floating 60NC10	Jan-15-2077	\$ 921,812,565	6.000%
FRN	Jun-15-2020	\$ 504,266,634	LIBOR + 70bps
FRN	Jan-10-2020	\$ 703,099,961	LIBOR + 40bps
MTN	Jul-15-2022	\$ 676,256,606	2.900%
MTN	Jul-15-2027	\$ 661,220,128	3.700%
Fixed / Floating 60NC10	Jul-15-2077	\$ 1,165,300,560	5.500%
Fixed / Floating 60NC10	Mar-01-2078	\$ 1,046,694,488	6.250%
Fixed / Floating 60NC5	Apr-12-2078	\$ 771,622,368	6.375%
Total USD		\$ 10,154,226,387	
Total CAD		\$ 13,868,642,399	

TOTAL CAD MTN's \$ 24,329,593,786

Total Capitalization \$ 109,166,138,474