

Prospectus



DIVIDEND REINVESTMENT AND SHARE PURCHASE PLAN

The Dividend Reinvestment and Share Purchase Plan (the “Plan”) of Enbridge Inc. (the “Corporation”) permits registered holders of common shares of the Corporation (“Common Shares”) to purchase additional Common Shares by reinvesting all of the cash dividends paid on the Common Shares and also by making optional cash payments of up to CDN\$5,000 per quarter.

The price of the Common Shares purchased under the Plan with reinvested dividends will be 98% of the weighted average of the trading prices for Common Shares on the Toronto Stock Exchange on the five trading days preceding a dividend payment date. The Directors may, in their sole discretion, at any time, with effect at the time of declaration of the next dividend payment, determine to change the Plan by changing or eliminating the then-applicable discount. The price for Common Shares purchased under the Plan with optional cash payments will be 100% of the weighted average of the trading prices for Common Shares on the Toronto Stock Exchange on the five trading days preceding the relevant dividend payment date.

The Plan is available to every registered holder of Common Shares. The Common Shares purchased under the Plan will, at the option of the Corporation, be issued directly from the treasury of the Corporation or be purchased in the open market on a stock exchange. All administrative expenses will be paid by the Corporation.

All enquiries relating to the Plan should be addressed to: CST Trust Company, P.O. Box 4229, Station A, Toronto, Ontario M5W 0G1 (Telephone: (416) 682-3868 or toll free 1-800-821-2794).

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is December 18, 2013.

ENFORCEMENT OF CIVIL LIABILITIES

The Corporation is a Canadian corporation, and the majority of its assets and operations are located, and the majority of its revenues are derived, outside the United States. It may not be possible for investors to enforce outside the United States judgments against the Corporation obtained in the United States in any such actions, including actions predicated upon the civil liability provisions of the United States Federal and state securities laws. In addition, certain of the directors and officers of the Corporation are residents of Canada or other jurisdictions outside of the United States, and all or a substantial portion of the assets of those directors and officers are or may be located outside the United States. As a result, it may not be possible for investors to effect service of process within the United States upon those persons, or to enforce against them judgments obtained in United States courts, including judgments predicated upon the civil liability provisions of United States Federal and state securities laws.

AVAILABLE INFORMATION

The Corporation has filed with the U.S. Securities and Exchange Commission (“SEC”) under the Securities Act of 1933, as amended (the “Securities Act”) a registration statement on Form F-3 relating to the securities and of which this prospectus forms a part. This prospectus does not contain all of the information set forth in such registration statement, certain items of which are contained in the exhibits to the registration statement as permitted or required by the rules and regulations of the SEC. Statements made in this prospectus as to the contents of any contract, agreement or other document referred to are not necessarily complete, and in each instance, reference is made to the exhibit, if applicable, for a more complete description of the relevant matter, each such statement being qualified in its entirety by such reference. Items of information omitted from this prospectus but contained in the registration statement will be available on the SEC’s website at www.sec.gov.

The Corporation is subject to the information requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and in accordance therewith files reports and other information with the SEC. Under the multi-jurisdictional disclosure system adopted by the United States and Canada, such reports and other information may be prepared in accordance with the disclosure requirements of Canada, which requirements are different from those of the United States. The Corporation is exempt from the rules under the Exchange Act prescribing the furnishing and content of proxy statements, and its officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act. Under the Exchange Act, the Corporation is not required to publish financial statements as promptly as United States companies. The reports and other information we file with the SEC will be available on the SEC’s website at www.sec.gov. You may read and copy any document that we have filed with the SEC at the SEC’s public reference room at 100 F Street, N.E., Washington, D.C. 20549. You may also obtain copies of the same documents from the public reference room of the SEC by paying a fee. You should call the SEC at 1-800- SEC-0330 or access its web site at www.sec.gov for further information about the public reference rooms.

DOCUMENTS INCORPORATED BY REFERENCE

The SEC allows us to “incorporate by reference” information into this prospectus, which means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is deemed to be part of this prospectus, except for any information superseded by information contained directly in this prospectus, any prospectus supplement or subsequent filings deemed incorporated by reference into this prospectus.

This prospectus incorporates by reference the documents set forth below that we have previously filed with or furnished to the SEC:

- consolidated comparative financial statements of the Corporation for the years ended December 31, 2012 and 2011 and the auditors' report thereon, included as an exhibit to the Corporation's Form 40-F for the year ended December 31, 2012, filed with the SEC on February 15, 2013;

- management's discussion and analysis of financial condition and results of operations for the year ended December 31, 2012, included as an exhibit to the Corporation's Form 40-F for the year ended December 31, 2012, filed with the SEC on February 15, 2013;
- consolidated comparative interim unaudited financial statements of the Corporation for the three and nine month periods ended September 30, 2013, filed on Form 6-K with the SEC on November 6, 2013;
- management's discussion and analysis of financial condition and results of operations for the three and nine month periods ended September 30, 2013, filed on Form 6-K with the SEC on November 6, 2013;
- Management Information Circular of the Corporation dated March 5, 2013 relating to the annual meeting of shareholders held on May 8, 2013, filed on Form 6-K with the SEC on April 2, 2013;
- Annual Information Form of the Corporation, dated February 14, 2013, for the fiscal year ended December 31, 2012, included as an exhibit to the Corporation's Form 40-F for the year ended December 31, 2012, filed with the SEC on February 15, 2013;
- our Reports of Foreign Issuer on Form 6-K, filed with the SEC on December 2, 2013 and December 12, 2013; and
- our Registration Statement on Form 8-A, filed on October 3, 2001.

In addition, all documents that we will file with the SEC pursuant to Sections 13(a) or 15(d) of the Exchange Act, and, to the extent expressly stated therein, certain Reports on Form 6-K furnished by us which specifically state that they are intended to be incorporated by reference, after the date of this prospectus and prior to the termination of any offering of securities offered by this prospectus shall be deemed to be incorporated by reference in this prospectus from the date of filing of such documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement is not to be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus from the date of filing of such document.

We will provide, without charge, to any person who receives a copy of this prospectus, upon written or oral request, a copy of any documents identified above, other than exhibits to such incorporated documents, unless the exhibits are specifically incorporated by reference in such incorporated document. Requests should be directed to: Corporate Secretary of Enbridge Inc., Suite 3000, 425 — 1st Street S.W., Calgary, Alberta, T2P 3L8 (telephone (403) 231-3900).

VALIDITY OF THE SECURITIES

The validity of the Common Shares has been passed upon for the Corporation by McCarthy Tétrault LLP, Calgary, Alberta, Canada, corporate counsel to the Corporation.

EXPERTS

The consolidated annual financial statements of the Corporation for the year ended December 31, 2012 and 2011 incorporated by reference in this prospectus have been so incorporated in reliance on the audit

report, which is also incorporated by reference in this prospectus supplement, of PricewaterhouseCoopers LLP, Chartered Accountants, Calgary, Alberta, on the authority of such firm as experts in auditing and accounting.

INDEMNIFICATION

Section 34 of By-law No. 1 of the Corporation provides, with regard to indemnity and insurance under the Canada Business Corporations Act (the "CBCA" or the "Act"), in part as follows:

Indemnity of directors, officers and others. Subject to the limitations contained in the Act but without limit to the right of the Corporation to indemnify as provided for in the Act, the Corporation shall indemnify a director or officer, a former director or officer, or another individual who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity, if the individual:

- (a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that the individual's conduct was lawful.

The CBCA provides that a Corporation may indemnify a director or officer, a former director or officer, or another individual who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity, of another entity (collectively an "Indemnified Person") against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Indemnified Person in respect of any civil, criminal, administrative, investigative or other proceeding (other than an action by or on behalf of the Corporation to procure a judgment in its favor) in which the Indemnified Person is involved because of that association with the Corporation or other entity, if the Indemnified Person satisfies the conditions set forth above in paragraphs (a) and (b). In respect of an action by or on behalf of the Corporation or other entity to procure a judgment in its favor, the Corporation, with the approval of a court, may indemnify an Indemnified Person against all costs, charges and expenses reasonably incurred by an Indemnified Person in connection with such action, if the Indemnified Person satisfies the conditions set forth above in paragraphs (a) and (b). Notwithstanding the foregoing, an Indemnified Person is entitled to indemnification from the Corporation in respect of all costs, charges and expenses reasonably incurred by such Indemnified Person in connection with the defense of any civil, criminal, administrative, investigative or other proceeding to which such Indemnified Person is made a party by reason of such Indemnified Person's association with the Corporation or such other entity, if such Indemnified Person satisfies the conditions set forth above in paragraphs (a) and (b) and was not judged by the court or other competent authority to have committed any fault or omitted to do anything that such Indemnified Person ought to have done.

As authorized by Section 35 of By-law No. 1, the Corporation has an insurance policy which indemnifies directors and officers against certain liabilities incurred by them in their capacities as such, including among other things, certain liabilities under the Securities Act.

Insofar as indemnification for liabilities arising from the Securities Act may be permitted to directors, officers or persons controlling the registrant pursuant to the foregoing provisions, the Corporation has been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

You should rely only on the information contained in or incorporated by reference in this prospectus. We have not authorized anyone to provide you with different information. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities covered hereby to any person in any jurisdiction where such an offer or solicitation would be unlawful. You should bear in mind that although the information contained in, or incorporated by reference in this prospectus is intended to be accurate as of the date on the front of those documents, that information may also be amended, supplemented or updated by the subsequent filing of additional documents incorporated by reference into this prospectus and by any subsequently filed prospectus amendments.



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