



Pursuant to Section 4.1 of the Amended and Restated Bylaw of ENMAX Corporation (the “**Corporation**” or “**ENMAX**”), a committee of the Board of Directors (the “**Board**”) to be known as the “Corporate Governance Committee” (the “**Committee**”) is established. The Committee has the oversight responsibility and specific duties described below.

1. COMMITTEE MANDATE

- a. The Committee will review this Mandate and associated workplan annually, or as it otherwise deems appropriate, and recommend to the Board any changes it considers necessary or desirable.
- b. This Mandate is a statement of broad policies and is intended as a component of the flexible governance framework within which the committees of the Board assist the Board in directing the affairs of the Corporation. While this Mandate should be interpreted in the context of applicable law, as well as in the context of the Corporation’s constating documents, it is not intended to establish any legally binding obligations.

2. COMMITTEE COMPOSITION

- a. The Committee will be comprised of a minimum of four directors.
- b. The Chair of the Board shall serve as an ex-officio and non-voting member of the Committee.
- c. Each member of the Committee shall be independent within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”), as may be amended or replaced from time to time.
- d. Each member of the Committee shall, at all times, be familiar with, and have experience in, the duties and responsibilities set forth in this Mandate.
- e. The membership of the Committee, including the role of Committee Chair, will be reviewed annually by the Corporate Governance Committee.
- f. Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed by the Board, or ceases to be a member of the Board.
- g. Where a vacancy occurs in Committee membership, it may be filled by the Board at any time; provided, however, that if the Committee has fewer than four members as a result of a vacancy, such vacancy must be filled by no later than the next scheduled meeting of the Board.

3. COMMITTEE CHAIR

The Committee Chair will have the responsibilities outlined in ENMAX’s Board Leadership Expectations. If the Committee Chair is not present at any meeting of the Committee, the Committee Chair will, in advance of the meeting, designate another member of the Committee to serve as Committee Chair for such meeting, failing which the members of the Committee present at such meeting may appoint a Committee Chair for such meeting from their number.

4. COMMITTEE SECRETARY

The Corporation’s Corporate Secretary, or designee, will attend and be the secretary of all Committee meetings.

5. COMMITTEE MEETINGS

The time and place of Committee meetings and the procedures at such meetings will be determined by the Committee members, provided that:

- a. No business may be transacted by the Committee at a meeting unless a quorum of the Committee is present. A majority of members of the Committee shall constitute a quorum. In circumstances where a quorum cannot be constituted, the Board Chair may be considered in establishing quorum and will be entitled to vote for the duration of the meeting.
- b. The Committee shall meet as often as the Committee considers appropriate to fulfill its responsibilities, but, in any event, shall meet at least once per fiscal quarter.
- c. Any member of the Committee (including the Chair of the Board) or the Chief Executive Officer may call a meeting of the Committee by notifying the Corporation's Corporate Secretary, who will notify the members of the Committee at least 24 hours in advance of the meeting.
- d. The Committee may invite to a meeting any officer or employee of the Corporation, legal counsel, advisor or other person whose attendance it considers necessary or desirable in order to carry out its responsibilities.
- e. The Committee Chair will establish the agenda for each meeting of the Committee, taking into consideration the recommendations of the other members of the Committee, the Board and management.
- f. Briefing materials will be provided to the Committee as far in advance of Committee meetings as practicable.
- g. The Committee shall maintain minutes or other records of meetings and activities of the Committee in sufficient detail to convey the substance of all discussions held. However, the Committee Chair may report orally to the Board on any matter in their view requiring the immediate attention of the Board.

6. DUTIES & RESPONSIBILITIES

The Committee's primary purpose is to assist the Board in fulfilling its oversight responsibilities with respect to the Corporation's governance practices, ethics policies, Shareholder relations activities and public policy considerations, and include the specific duties set out below.

a. BOARD & COMMITTEE OPERATIONS

- i. As required, recommend to the Board one member of the Board to serve as Board Chair based on a process carried out by the Committee Chair or the Committee.
- ii. Annually, or as required, recommend to the Board the individual directors to serve on (or to depart from) the standing committees of the Board, after considering factors including:
 1. the qualifications for membership on each committee;
 2. the extent to which there should be a periodic rotation of directors among the committees;
 3. the results of the committee and director effectiveness evaluation process; and
 4. the number of boards and other committees on which the directors serve.
- iii. In consultation with the Board Chair and the Board committee chairs, annually review the mandate and workplans of the Board and each standing committee of the Board, together with the Board Leadership and Director Mandates, to ensure that such documents appropriately reflect their respective duties and responsibilities, as well as comply with applicable law and corporate governance practices. Where necessary, the Committee will recommend to the Board changes to such documents.
- iv. Make recommendations to the Board regarding the committees to whom management should report on specific issues.
- v. Periodically undertake an examination of the size of the Board and each Board committee, with a view to determining the impact of the number of directors on the effectiveness of the

Board and its committees in fulfilling their responsibilities, and recommend to the Board, if necessary, a reduction or increase in the size of the Board or any Board committee.

- vi. Make recommendations to the Board regarding the establishment or disbandment of Board committees.
- vii. Review and recommend for Board approval, the remuneration to be paid for directors, Chair and Committee Chairs in accordance with the directors' compensation policies, benchmark compensation to a specific peer group and maintain compensation within set percentiles.

b. DIRECTOR NOMINATIONS & ELECTION

- i. Subject to the terms of the Corporation's Articles, recommend the number of directors to be elected by the Shareholder, and the directors to be nominated for election at the annual meeting of the Shareholder.
- ii. Maintain a list of retiring directors and future candidates for Board membership and identify director candidates, when vacancies arise, in accordance with the skills and knowledge matrix and with consideration for all forms of diversity.
- iii. Maintain and oversee ENMAX's policies and procedures for identifying and selecting potential nominees for the Board.
- iv. Annually, or as required, identify and recruit potential nominees for election or appointment to the Board and, after considering:
 - 1. the results of the Board and director effectiveness evaluation process;
 - 2. the competencies, skills and other qualities that the Committee considers to be necessary or advisable for the Board as a whole to possess, the competencies, skills and other qualities that the Committee considers each existing director to possess (in the form of a skills matrix), and the competencies, skills and other qualities each new nominee would bring to the Board;
 - 3. the Committee's recognition that the right mix of experiences and competencies will provide reasonable assurance that the Committee will carry out its duties and responsibilities in the most effective manner;
 - 4. the amount of time and resources that nominees have available to fulfill their duties as Board members;
 - 5. the objectives and requirements of the Board Diversity Policy; and
 - 6. any applicable independence, residency and other requirements.

recommend to the Board the individual nominees for consideration by, and presentation to, the Shareholder at the Corporation's next annual meeting or for appointment by the Shareholder to the Board between such meetings.

- v. Annually assess the effectiveness of the Board appointment/nomination process at achieving the objectives of ENMAX's Board Diversity Policy.
- vi. Develop and maintain a skills matrix that identifies the suite of skills and knowledge areas required to ensure optimal Board performance over time.
- vii. Recommend for Board approval the removal of a director from the Board or from a committee of the Board if they are no longer qualified to serve as a director under applicable law or for any other reason the Committee considers appropriate.

c. DIRECTOR EVALUATION AND EDUCATION

- i. In consultation with the Board Chair, annually evaluate the effectiveness of the Board, as well as the committees of the Board and individual directors, with a view to ensuring that they are fulfilling their respective responsibilities and duties and working together effectively.

- ii. Review, monitor and make recommendations regarding the Corporation's orientation program for new directors to ensure they fully understand the role of the Board and its committees, the contribution individual directors are expected to make, as well as the nature and operation of the Corporation's business.
- iii. Review, monitor and make recommendations regarding the Corporation's continuing education program for existing directors to ensure they maintain or enhance their skills and abilities as directors, as well as to ensure their knowledge and understanding of the Corporation's business remains current. The Committee will rely on the results of its annual Board, committee and individual director evaluations to inform such recommendations.

d. GOVERNANCE OVERSIGHT

- i. Periodically review, benchmark ENMAX's corporate governance practices against, and present to the Board recommendations regarding, corporate governance standards (including those required or recommended by the Canadian Securities Administrators) and best practices (as reflected in the practices of ENMAX's peer group of companies, as well as the policies of Canadian governance associations).
- ii. Recommend procedures to ensure that the Board and committees of the Board function independently of management.
- iii. Periodically, and not less than annually, undertake an assessment of the independence of the members of the Board, with a view to determining the impact of the number of independent directors on the effectiveness of the Board and the ability of the Board to act independently of management, and recommend to the Board, if necessary, a reduction or increase in the number of independent directors.
- iv. Annually review the Board of Directors' Code of Conduct.
- v. Monitor conflicts of interest (real or perceived) of members of the Board and management in accordance with the Corporation's Principles of Business Ethics Policy (the "**Ethics Policy**") and report to the Board on compliance with, material departures from, and investigations and any resolutions of complaints received under, the Ethics Policy. The Committee may also approve waivers from the Ethics Policy as it considers appropriate, and, where necessary, recommend to the Board changes to the Ethics Policy for approval.
- vi. Annually review Directors' and Officers' third party liability insurance coverage and indemnity agreements.
- vii. Review and, if advisable, recommend to the Board for approval, any proposal to authorize one or more Board members to engage in lobbying activities on behalf of the Corporation, and the compensation to be paid to such directors in connection therewith.
- viii. Periodically review the Corporation's Disclosure and Confidentiality Policy, Board Diversity Policy, Board Leadership Expectations and similar or other governance policies of the Corporation to ensure consistency with applicable laws and corporate governance practices. Where necessary or desirable to ensure that appropriate controls exist and are being implemented, the Committee shall recommend changes to such policies, or the adoption of further policies, to the Board for approval.
- ix. Annually review the Board budget.
- x. Periodically review and, if advisable, submit to the Board for approval, any revisions to the Corporation's constating documents that the Committee considers necessary or desirable.

e. GOVERNANCE DISCLOSURE & REPORTING

- i. Take all reasonable steps to ensure that the Corporation's governance documents, specifically mandates and position descriptions, are made available to the Shareholder upon request and published on ENMAX's website.

- ii. Review and recommend to the Board for approval any governance disclosure of the Corporation, including the disclosure of ENMAX's corporate governance practices in its publicly available annual reports, with a view to providing governance disclosure that is informed by the principles of NI 58-101.

f. SHAREHOLDER RELATIONS

- i. Monitor the quality of the relationships and communications among the Shareholder, the Board and management, and recommend improvements as necessary or advisable.
- ii. Advise the Board on strategic communication and management matters.

g. RISK MANAGEMENT & COMPLIANCE

- i. The Committee shall be responsible for overseeing management's identification and assessment of the principal risks to the operations of the Corporation and the establishment and management of an appropriate Enterprise Risk system to manage such risks with a view to achieving a proper balance between risks incurred and potential return to the Shareholder and to the long-term viability of the Corporation. In this regard, the Committee shall require management to report, on a quarterly basis, to the Committee, and the Committee shall review such reports provided by management, on the risks inherent in the business of the Corporation (including appropriate crisis preparedness, business continuity, information system controls, cybersecurity and information security and disaster recovery plans), the appropriate degree of risk mitigation and risk control, overall compliance with and the effectiveness of the Corporation's risk management policies, and residual risks remaining after implementation of risk controls. The Committee shall report to the Board, on a quarterly basis, with respect to the principal risks faced by the Corporation and the steps implemented by management to manage these risks.
- ii. The Committee will receive reports regarding the Corporation's Business Continuity and Disaster Recovery Plans.
- iii. Review reports from the Corporation's Corporate Secretary and other members of management regarding the effectiveness of the Corporation's compliance policies and regarding material communications from regulators (other than communications relating to energy and utility regulatory matters).
- iv. The Committee shall review management's evaluation of, and representations relating to, compliance with applicable laws and guidance, and management's plans to remediate any deficiencies identified, as appropriate.

h. PUBLIC POLICY

- i. Annually review material changes to federal and provincial laws and regulations that may substantially impact the Corporation's business.
- ii. Annually review and report to the Board on any material changes to, and the Corporation's compliance with, legislation and other developments affecting the statutory liabilities, duties and responsibilities of directors and officers.
- iii. Receive reports on the status of key government policy developments.

i. OTHER

- i. Once every three years, or earlier as required, review any Board Level Policies that have been assigned to the Committee, with a view to ensuring that appropriate controls exist, are being implemented, and are in compliance with statutory and regulatory requirements, and recommend any changes to the Board for approval.

7. ACCESS TO MANAGEMENT, BOOKS, RECORDS AND EXTERNAL ADVISORS

- a. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities and duties as described above, and shall have the authority to seek, retain and terminate external legal counsel or other consultants, accountants or other advisors from a source independent of management, with notice to either the Chair of the Board or the Chief Executive Officer of the Corporation, as deemed appropriate by the Committee to properly discharge its obligations to the Corporation, and to set and pay the respective compensation for these advisors. The Corporation shall provide appropriate funding, as determined by the Committee, for the services of these advisors. The Board will be kept apprised of both the selection of the advisors and the advisors' findings through Committee reports to the Board.
- b. The Committee shall have free and unrestricted access at all times, either directly or through its duly appointed representatives, to the Corporation's management and employees and the books and records of the Corporation.

8. IN-CAMERA SESSIONS

As part of each meeting of the Committee, the Committee shall hold an *in-camera* session, at which management and non-independent directors of the Board are not present, and the agenda for each Committee meeting will afford an opportunity for such a session.