FORTIS INC.

NOTICE TO SHAREHOLDERS

and

MANAGEMENT INFORMATION CIRCULAR

FORTIS INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of FORTIS INC. (the "Corporation") will be held in Salon A, Holiday Inn St. John's, 180 Portugal Cove Road, St. John's, Newfoundland, on Wednesday, May 17, 2000 at the hour of 11:00 a.m. (St. John's time) for the following purposes:

1. to receive the consolidated financial statements of the Corporation for its financial year ended December 31, 1999, together with the Report of the Auditors thereon;

2. to elect directors;

3. to appoint auditors and to authorize the directors to fix the auditors' remuneration; and

4. to transact such other business as may properly be brought before the meeting or any adjournment or adjournments thereof.

DATED at St. John's, Newfoundland this 10th day of April, 2000.

By Order of the Board

Ronald W. McCabe
General Counsel and
Corporate Secretary

NOTES

1. Shareholders who are unable to be present in person at the meeting are requested to sign and return the accompanying form of proxy in the envelope provided for that purpose.

2. Only holders of common shares of record at the close of business on March 31, 2000 will be entitled to vote at the meeting, except to the extent that a holder of record has transferred any of such shares after that date and the transferee of such shares establishes proper ownership and requests not later than 10 days before the meeting that the transferee's name be included in the list of shareholders eligible to vote at the meeting, in which case such shareholder shall be entitled to vote such common shares at the meeting.

FORTIS INC.

MANAGEMENT INFORMATION CIRCULAR

MANAGEMENT SOLICITATION

This Management Information Circular is furnished in connection with the solicitation of proxies by the Management of FORTIS INC. (the "Corporation") for use at the Annual Meeting of Shareholders of the Corporation to be held in Salon A, Holiday Inn St. John's, 180 Portugal Cove Road, St. John's, Newfoundland on Wednesday, May 17, 2000 at the hour of 11:00 a.m. (St. John's time), and at any adjournment(s) or postponement(s) thereof, for the purposes set out in the foregoing notice of meeting. This solicitation is made by the Management of the Corporation. It is expected that the solicitation will primarily be by mail but proxies also may be solicited personally or by telephone by directors, officers and employees of the Corporation. The cost of solicitation will be borne by the Corporation. Except as otherwise stated, the information contained herein is given as of March 31, 2000.

VOTING OF PROXIES

The persons named in the enclosed form of proxy are directors or officers of the Corporation and have consented to act as proxy for the shareholders who so appoint them. **A shareholder desiring to appoint another representative may do so either by inserting such person's name in the blank space provided in the form of proxy or by completing another proper form of proxy and, in either case, depositing the completed proxy at the registered office of the Corporation or the principal office of Montreal Trust Company in St. John's, Newfoundland or Montreal, Quebec by 11:00 a.m. (St. John’s time) on Monday, May 15, 2000, or with the Chair of the meeting on the day of the meeting or any adjournment or postponement thereof.**

The form of proxy affords the shareholder an opportunity to specify that the shares registered in the shareholder's name shall be voted, or withheld from voting, in respect of the election of directors, the appointment of auditors and the authorization of the directors to fix the remuneration of the auditors.

On any ballot that may be called for, the shares represented by proxies in favour of Management nominees will be voted or withheld from voting in respect of the election of directors, the appointment of auditors and the authorization of the directors to fix the remuneration of the auditors in accordance with the specifications made by each shareholder.

In respect of proxies on which the shareholders have not specified that the proxy nominees are required to vote or withhold from voting in respect of the election of directors, the appointment of auditors and the authorization of the directors to fix the remuneration of the auditors, the shares represented by proxies in favour of Management nominees will be voted for the election of the directors listed hereafter, the appointment of auditors named herein and the authorization of the directors to fix the remuneration of the auditors.

The form of proxy confers discretionary authority on the proxy nominee with respect to amendments or variations of matters identified in the notice of meeting and with respect to other matters which may properly come before the meeting or any adjournment or postponement thereof. Management knows of no such amendments, variations or matters. However, if any such amendment, variation or matter should properly come before the meeting, the shares represented by proxies in favour of the Management nominees will be voted on such matters in accordance with the best judgment of the proxy nominee.

REVOCATION OF PROXIES

Proxies given by shareholders for use at the meeting may be revoked at any time prior to their use. In addition to revocation in any other manner permitted by law, a proxy may be revoked by an instrument in writing executed by the shareholder or by the shareholder's attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer thereof duly authorized. Where shares are held in joint or common ownership of any kind, the signature of each owner is required on the form of revocation. A form of revocation must be deposited either at the registered office of the Corporation or the principal office of Montreal Trust Company in St. John's, Newfoundland or Montreal, Quebec at any time not later than 5:00 p.m. (St. John's time) on Tuesday, May 16, 2000, or with the Chair of the meeting on the day of the meeting or any adjournment thereof.

VOTING SHARES AND PRINCIPAL HOLDER THEREOF

The authorized capital of the Corporation consists of an unlimited number of Common Shares, an unlimited number of First Preference Shares, issuable in series, and an unlimited number of Second Preference Shares, issuable in series, in each case without nominal or par value. As of March 31, 2000, 13,188,367 Common Shares, 2,000,000 5.95% Fixed Rate Cumulative Redeemable Retractable First Preference Shares, Series B and no Second Preference Shares were issued and outstanding. Each Common Share carries one vote in respect of each matter to be voted upon at the meeting. None of the First Preference Shares currently carries the right to vote.

Only holders of Common Shares of record at the close of business on March 31, 2000 will be entitled to vote at the meeting except to the extent that a holder of record has transferred shares after that date and the transferee of such shares establishes proper ownership and requests not later than 10 days before the meeting that the transferee's name be included in the list of shareholders entitled to vote at the meeting.

To the best of the knowledge of the directors and officers of the Corporation, the only shareholder which beneficially owns or exercises control or direction over more than 10% of the issued and outstanding Common Shares of the Corporation is Ontario Municipal Employees Retirement System (“OMERS”), which, according to information provided by OMERS, as at March 31, 2000, held approximately 1,440,364 Common Shares representing approximately 10.9% of all issued and outstanding Common Shares as at that date.

MATTERS FOR CONSIDERATION OF SHAREHOLDERS

Election of Directors

The shareholders of the Corporation will be asked to elect eight directors for the ensuing year. The present term of office of each director of the Corporation will expire immediately prior to the election of directors at the meeting. Each person whose name follows is proposed to be elected as a director of the Corporation to serve until the next annual meeting of shareholders or until his or her successor is elected or appointed. Unless the authority to do so is withheld, proxies in favour of Management will be voted for the election of such proposed nominees as directors. If any of the proposed nominees should for any reason be unable to serve as a director of the Corporation, the persons named in the enclosed form of proxy reserve the right to nominate and vote for another nominee in their discretion unless the shareholder has specified in the proxy that the shares are to be withheld from voting in the election of directors.

Name	**Present Principal Occupation and Position with the Corporation**	**Director since**	**Common Shares of the Corporation beneficially owned or over which control or direction is exercised** (4)
GILBERT S. BENNETT (1) Guelph, Ontario	Chairman, Canadian Tire Corporation, Limited Consultant and Corporate Director	1993	1,500
ANGUS A. BRUNEAU (1) (2) (3) St. John's, Newfoundland	Chair of the Corporation	1987	9,765
BRUCE CHAFE (1) (3) St. John's, Newfoundland	Corporate Director	1997	1,052
DARRYL D. FRY (3) West Paterson, New Jersey	Corporate Director	1998	2,000
LINDA L. INKPEN (2) (3) St. John's, Newfoundland	Medical Practitioner	1994	1,035
H. STANLEY MARSHALL St. John's, Newfoundland	President and Chief Executive Officer of the Corporation	1995	16,231
DAVID A. SCALES (2) Charlottetown, Prince Edward Island	Corporate Director	1995	11,326
JAMES M. STANFORD (1) Calgary, Alberta	Chairman Petro-Canada	1997	1,500

(1) These individuals serve on the Audit Committee.
(2) These individuals serve on the Human Resources Committee.
(3) These individuals serve on the Nominating and Corporate Governance Committee.
(4) The respective nominees have furnished the information indicated above relating to share ownership.

All of the above named nominees are directors who were elected to their present term of office by a vote of shareholders at the 1999 Annual Meeting of Shareholders of the Corporation.

Appointment of Auditors and Authorization of the Directors to Fix the Auditors' Remuneration

Deloitte & Touche LLP were appointed auditors of the Corporation at the 1999 Annual Meeting of Shareholders, and Management proposes to nominate Deloitte & Touche LLP as the auditors of the Corporation to hold office until the close of the next annual meeting of shareholders. The directors, through the Audit Committee, negotiate with the auditors of the Corporation, on an arm's length basis, in determining the fees to be paid to the auditors. Such fees have been based upon the complexity of the matters dealt with and the time expended by the auditors in providing services to the Corporation. Management believes that the fees negotiated in the past with the auditors of the Corporation have been reasonable in the circumstances and would be comparable to fees charged by other auditors providing similar service. It is intended that the shares represented by proxies in favour of Management nominees will be voted in favour of the appointment of Deloitte & Touche LLP as auditors of the Corporation and the authorization of the directors to fix the auditors' remuneration unless the shareholder has specified in the proxy that the shares are to be withheld from voting in respect of the appointment of auditors and such authorization of the directors.

COMPENSATION OF NAMED EXECUTIVE OFFICERS

The following table sets forth information concerning the annual and long-term compensation earned for services rendered during each of the last three financial years in respect of the Chief Executive Officer of the Corporation and each of the other most highly compensated executive officers of the Corporation.

Summary Compensation Table

		Annual Compensation			Long-Term Compensation Awards	
Name and Principal Position	**Year**	**Salary ($)**	**Bonus ($)**	**Other Annual Compensation(1) ($)**	**Securities Under Options Granted (#)**	**All Other Compensation(2) ($)**
H. STANLEY MARSHALL	1999	373,000	189,298	34,859	15,193	1,324
President and Chief Executive	1998	317,000	100,000	252,370	10,413	1,489
Officer	1997	290,000	89,300	121,445	13,142	1,543
KARL W. SMITH (3)	1999	166,333	44,086	1,992	4,399	15,054
Vice President, Finance and	1998	156,000	42,000	51	3,416	869
Chief Financial Officer	1997	129,583	37,700	73	3,263	641
G. WAYNE WATSON (4)	1999	131,250	0	5,973	4,752	539,461(5)
Vice President, Finance and	1998	166,200	30,000	193,596	3,640	1,302
Chief Financial Officer	1997	158,000	28,276	4,614	4,773	1,355
RONALD W. McCABE	1999	135,000	35,100	2,101	3,666	628
General Counsel and	1998	130,000	25,000	2,349	2,847	486
Corporate Secretary	1997	100,000	17,897	1,488	3,021	581

(1) Includes the difference between purchase price and market price of Common Shares purchased through the exercise of stock options (see *Aggregate Options Exercised During the Most Recently Completed Financial Year and Year-End Option Values* Table), 10% discount on the purchase of Common Shares under the Employee Share Purchase Plan, interest benefits and directors' fees.

(2) Represents (i) the dollar value of insurance premiums paid by the Corporation with respect to term life insurance; (ii) benefits received in connection with the purchases of vehicles previously owned by the Corporation; and (iii) in the case of Mr. Smith, vacation pay paid by Newfoundland Power in 1999 to Mr. Smith pursuant to a policy available to all employees of Newfoundland Power.

(3) Mr. Smith was appointed Vice President, Finance and Chief Financial Officer of the Corporation on August 12, 1999. Prior to then he was Vice President, Finance and Chief Financial Officer of Newfoundland Power Inc., a wholly-owned subsidiary of the Corporation.

(4) Mr. Watson relinquished the position of Vice President, Finance and Chief Financial Officer on August 12, 1999 and retired from the Corporation on September 30, 1999.

(5) Includes $525,000 payable to Mr. Watson pursuant to his contract of employment with the Corporation in respect of his resignation and retirement from the Corporation as of September 30, 1999.

The following table sets forth all grants of stock options to the Named Executive Officers of the Corporation under the Corporation's Executive Stock Option Plan during the financial year ended December 31, 1999.

Options Granted During the Most Recently Completed Financial Year

Name	Securities Under Options Granted (#)	% of Total Options Granted to Employees in Financial Year	Exercise Price[1] ($/Security)	Market Value of Securities Underlying Options on the Date of Grant ($/Security)	Expiration Date
H. STANLEY MARSHALL	15,193	18.3	36.825	37.000	February 29, 2004
KARL W. SMITH	4,399	5.3	36.825	37.000	February 29, 2004
G. WAYNE WATSON	4,752	5.7	36.825	37.000	September 30, 2000
RONALD W. McCABE	3,666	4.4	36.825	37.000	February 29, 2004

(1) Exercise price is the average of the daily high and low board lot trading prices of Common Shares traded on The Toronto Stock Exchange on the five trading days immediately preceding the date of the grant of the option.

The following table sets forth details of all exercises of options by the Named Executive Officers during the financial year ended December 31, 1999 and the financial year-end number and value of unexercised options on an aggregated basis.

Aggregate Options Exercised During the Most Recently Completed Financial Year and Financial Year-End Option Values

Securities Acquired	Aggregate Value	Unexercised Options	Value of Unexercised in-the-Money Options at Financial Year-

Name	on Exercise (#)	Realized ($)	at Financial Year-End[1] (#)	End[2] ($)
H. STANLEY MARSHALL	-Nil-	-Nil-	41,560	82,924
KARL W. SMITH	-Nil-	-Nil-	7,815	-Nil-
G. WAYNE WATSON	-Nil-	-Nil-	18,913	22,489
RONALD W. McCABE	-Nil-	-Nil-	9,534	-Nil-

(1) All options are exercisable.
(2) Options granted during 1997, 1998 and 1999 were not in-the-money at December 31, 1999.

PENSION ARRANGEMENTS

Mr. Marshall participates in a defined benefit pension plan and is party to an agreement with the Corporation that provides for supplemental payments upon retirement. Retirement compensation under both the defined benefit plan and the supplemental agreement are payable for life and reduced payments are made to a surviving spouse upon the death of Mr. Marshall. The supplemental payment agreement between the Corporation and Mr. Marshall entitles Mr. Marshall to receive, in effect, an annual payment following retirement of the difference between his total entitlement under the applicable defined benefit plan and 70% of his highest three-year average salary. Mr. Marshall is entitled to retire with full pension benefits on May 1, 2006.

Mr. Watson participated in a defined benefit pension plan and is party to an agreement with the Corporation that provides for supplemental payments upon retirement. The defined benefit plan is integrated with the Canada Pension Plan ("CPP”). The defined benefit plan was subject to a maximum accrual period of 35 years and a maximum annual pension of $60,278. The supplemental payment agreement between the Corporation and Mr. Watson provides a continuation of accrual of benefits above the maximum allowed by Revenue Canada. The offset for CPP is normally effective upon pension commencement. At the time of his retirement from the Corporation, Mr. Watson had 7 years of pensionable service. In accordance with the terms of the plans and Revenue Canada requirements, Mr. Watson may elect to take a deferred pension payable at age 65 or transfer some of the locked-in value accumulated in the plans to another registered plan and take an allowable refund of other contributions.

Messrs. Smith and McCabe do not participate in a defined benefit pension plan. In 1999, the Corporation, and in the case of Mr. Smith the Corporation and Newfoundland Power Inc, a subsidiary of the Corporation, contributed an amount equal to 6.5% of base salary, which was matched by the named officers, up to the maximum RRSP contribution limit of $13,500 as allowed by Revenue Canada, to a self-directed registered retirement savings plan for each of Messrs. Smith and McCabe. These officers participate in the non-contributory Supplementary Executive Retirement Plan of the Corporation (“SERP”). The SERP provides for the contribution by the Corporation of an amount equal to 13% of the base annual salary of the officer in excess of the Revenue Canada maximum for contribution to an RRSP to an account which will accrue interest equal to the rate of a 10-year Government of Canada Bond plus a premium of 1% to 3% dependent upon years of service. At the time of retirement, the funds accumulated under the SERP may be withdrawn in one lump sum or in equal payments over 10 years.

EMPLOYMENT AGREEMENTS

The Corporation has entered into agreements with Mr. Marshall and Mr. McCabe which provide, in effect, that in the event that the employment of any such executive is terminated by the Corporation for other than just cause then the Corporation shall pay to such executive an amount equal to three times that executive’s then current annual salary. In addition, the terms of the employment contract between the Corporation and Mr. Marshall provides that he may elect to terminate his service under the agreement at any time within two years of a change in control of the Corporation and the Corporation shall pay to Mr. Marshall an amount equal to three times his then current annual salary.

HUMAN RESOURCES COMMITTEE
REPORT ON EXECUTIVE COMPENSATION

Stephen T. Bellringer, Angus A. Bruneau, Linda L. Inkpen, and David A. Scales constituted the Human Resources Committee of the Corporation during 1999. Mr. Bellringer resigned from the Board, and Human Resources Committee, on October 7, 1999 after he accepted the position of President and Chief Executive Officer of a Canadian hotel operator owning properties in competition with those of the Corporation. It is the responsibility of the Human Resources Committee to review, recommend and administer the compensation policies in respect of the Corporation's executive officers. The Committee's recommendations as to base salary, annual bonus levels and grants under the Corporation's Executive Stock Option Plan are submitted to the Board of Directors for approval. The Committee held three meetings during 1999.

The Corporation's executive compensation policies are designed to provide competitive levels of compensation, a significant portion of which is dependent upon individual and corporate performance and contribution to increasing shareholder value. The Committee recognizes the need to provide a total compensation package that will attract and retain qualified and experienced executive officers as well as align the compensation level of each executive to that executive's level of responsibility. The Committee regularly reviews survey data gathered by independent professional compensation consultants in respect of a wide group of Canadian industrial companies.

The major elements of the Corporation's executive compensation program are base salary, a short-term incentive in the form of an annual cash bonus and a long-term incentive in the form of options to purchase shares of the Corporation, and an annual cash bonus in respect of the CEO. Compensation for the Corporation's executive officers involves a significant proportion of pay which is at risk: the annual bonus recognizes corporate performance on an annual basis, and is based, in part, on an evaluation of the executive's contribution to the Corporation's performance, and stock options which directly relate a substantial portion of the executive's long-term compensation to share price appreciation realized by the Corporation's shareholders. The Committee believes that this approach best serves the interests of shareholders by ensuring that executive officers are compensated in a manner that advances both the short-term and long-term interests of shareholders. The executive compensation regime is structured in a manner that emphasizes the greater ability of the CEO to affect corporate performance by making a greater portion of the CEO's compensation dependent upon corporate performance.

Base Salary: Annual base salary levels for the executive officers are established annually in the context of total compensation and by reference to the range of salaries paid generally by Canadian industrial corporations. The Corporation has a policy of paying executives at approximately the median of the salaries paid to executives of comparable Canadian industrial corporations. Executive salaries are reviewed annually by the Committee.

Annual Cash Bonus: Executives of the Corporation participate in a short-term incentive plan that provides for annual cash bonuses. The amount of each bonus is determined by way of an annual assessment of corporate and personal performance and is expressed as a percentage of each executive's salary. In the case of Messrs. Smith and McCabe, corporate performance is determined with reference to the financial performance of the Corporation relative to the annual business plan approved by the Board of Directors. Individual performance is assessed against specific goals and targets set annually in respect of each executive. In 1999, the officers of the Corporation, other than the CEO, had the opportunity to earn a bonus of up to 30% of their base salaries.

The CEO participates in a short-term incentive plan and a long-term incentive plan that provide for annual cash bonuses. The amount of each bonus is determined by way of an annual assessment by the Human Resources Committee of corporate and personal performance and is expressed as a percentage of the CEO's base salary. Individual performance is measured against predefined objectives. The corporate performance component of the short-term incentive plan is determined with reference to the financial performance of the Corporation relative to the annual business plan approved by the Board of Directors. The long-term incentive plan component of corporate performance is determined with reference to the total return of the Corporation's common shares measured against the total return of the TSE 300 Index over five years. In 1999, the CEO had the opportunity to earn a cash bonus of up to 52.5% of his base salary in respect of the short-term incentive plan and up to 22.5% of his base salary in respect of the long-term incentive plan.

Stock Options: Long-term incentives include grants of options under the Corporation's Executive Stock Option Plan, the purpose of which is to encourage key employees to maximize shareholder value. Under guidelines for the plan approved by the Board, each executive may receive one option grant per year. The number of shares granted under option is dependent upon the optionee's salary level. Options are exercisable for five years from the date of the option and each executive is entitled to receive a loan for the full purchase price of the shares purchased on the exercise of an option. In 1999, the Named Executive Officers were granted options entitling them to purchase 28,010 shares in the aggregate at a purchase price of $36.825 per share. In granting stock options in 1999, the Committee did not consider the overall number and value of options then held by each individual who was granted options. The Corporation does not have specific target ownership levels for equity holdings in the Corporation by executive officers and other key employees.

The Committee believes that the Corporation's compensation regime appropriately takes into account the performance of the Corporation and the contribution of the CEO and other executive officers of the Corporation toward that performance.

Presented by the Committee:

A. A. Bruneau
L. L. Inkpen
D. A. Scales

REPORT OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

Corporate Governance

The Board of Directors and Management of Fortis Inc. acknowledge the critical importance of good corporate governance practices in the proper conduct of the affairs of the Corporation. The following commentary summarizes the more significant principles, structures and processes that characterize the Corporation's approach to corporate governance.

Composition of Board

The Board has examined the relationships which exist between each current director and the Corporation and has concluded that all but one of the directors are "unrelated directors" in that they are independent of Management and are free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the directors' abilities to act with a view to the best interests of the Corporation. The only director who is not unrelated is Mr. Marshall, who is the President and Chief Executive Officer of the Corporation. At the end of 1999, the Board was composed of eight members, as Mr. Bellringer resigned from the Board on October 7, 1999 following his appointment as President and Chief Executive Officer of a Canadian hotel owner of properties in markets competitive to those of the Corporation. This Information Circular proposes the nomination of eight directors, which is within the size range that the Board considers appropriate for effective decision-making.

Independent Functioning of the Board

Only one of the directors, Mr. Marshall, is a member of Management. The Board has established the policy of reserving a time immediately prior to the end of each Board and Committee meeting when the Board, or Committee, meets without Management present.

The Board believes that the pre-eminent consideration in corporate governance is the effectiveness of the Board as a whole. The Board recognizes the value of assessment of its work collectively and of the contributions of individual members of the Board. The Board conducted its third annual review of Board effectiveness during 1999.

Board's Expectations of Management

The Board expects Management to keep it aware of the Corporation's performance and events affecting the Corporation's business, including opportunities in the marketplace and positive or adverse. In addition, the Board requires Management to obtain its approval for all significant decisions, including major financing, acquisitions, dispositions, budgets, capital expenditures, litigation and senior management appointments.

New Directors' Orientation Program

Each new recruit to the Board is provided with current and historical data pertaining to the operations of the Board and the Corporation and an assessment of current strategic opportunities and problems facing the Corporation. Board meetings are periodically held at business locations of the Corporation's subsidiaries affording all directors the opportunity to observe business operations and meet managers.

Position Descriptions for the Board, Chair of the Board, and Chief Executive Officer

The Board has adopted formal position descriptions for the Board, the Chair of the Board and the President and Chief Executive Officer. These position descriptions define the role and responsibility of each position in conducting the business and affairs of the Corporation and are reviewed by the Nominating and Corporate Governance Committee on an annual basis.

Strategic Planning and Risk Identification

There exists in the Corporation, and each of its subsidiaries, a strategic planning process led by Management that culminates annually in Management's presentation to the Board of a five-year strategic and business plan. This plan focuses on the long-term goals of the Corporation, identifies the principal opportunities and business risks confronting the Corporation in the pursuit of its goals, and sets out the strategies and systems proposed to be employed to capitalize on the opportunities and manage the risks. The Board engages in an objective and detailed assessment of the plan, and requests any changes or additions that the Board considers to be appropriate. After the plan has received Board approval, the Board monitors Management's implementation of the plan.

Communications

The Board is assured that the Corporation's communications provide full, true and plain disclosure of all material matters related to its business as required by regulatory authorities.

Use of Committees

The Board annually appoints from amongst its members a number of standing committees. Each committee has a written mandate which sets out in detail the activities or areas of the Corporation's business to which the committee is required to devote its attention. Each committee reviews its mandate on an annual basis and all of the mandates are considered by the Nominating and Corporate Governance Committee. With minor exceptions, the committees' decision-making powers are limited to the making of recommendations to the full Board. All committees are currently composed of "unrelated" directors.

The Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is responsible for, among other things:

(i) proposing to the full Board new nominees for election to the Board;

(ii) carrying out procedures specified by the Board for assessing the effectiveness of the Board as a whole and of each Board committee;

(iii) reviewing and making recommendations to the Board with respect to the adequacy and form of the compensation of directors;

(iv) developing and recommending to the Board the Corporation's approach to corporate governance issues; and

(v) approving the engagement of an outside expert or experts by an individual director at the Corporation's expense.

Human Resources Committee

The Human Resources Committee is mandated to assist and advise the Board and CEO in appointing senior management, in designing and implementing programs for training and developing senior management, and in planning for succession within the ranks of senior management. As well, the Committee oversees the form and adequacy of the compensation and benefits provided by the Corporation to its senior management, and administers the Executive Stock Option Plan.

At its meeting of March 8, 2000, the Board accepted a recommendation of the Nominating and Corporate Governance Committee that the mandates of the Human Resources Committee and the Nominating and Corporate Governance Committee be combined and the responsibilities of both predecessor committees be carried on by the newly created Governance and Human Resources Committee.

Audit Committee

The Audit Committee of the Board functions under a mandate that imposes on the Committee responsibility for, among other things:

(i) overseeing management reporting on internal controls;

(ii) communicating regularly and directly with the external auditors concerning matters of interest to the Audit Committee or the auditors, including the integrity of the Corporation's systems; and

(iii) reviewing quarterly unaudited and annual audited financial statements, and recommending approval thereof to the Board.

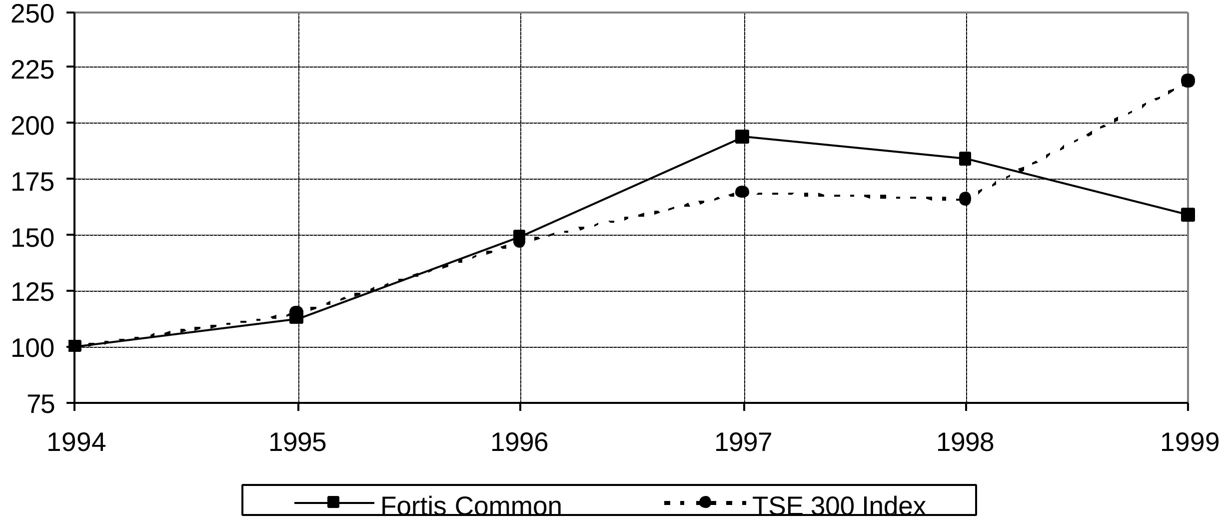
In general, the Board relies on the Audit Committee to ensure that the Corporation maintains the systems needed to manage the Corporation's businesses effectively and to generate reliably the financial information required by the Board to discharge its responsibilities.

Presented by the Committee:

A. A. Bruneau
B. Chafe
D. D. Fry
L. L. Inkpen

PERFORMANCE GRAPH

The following graph shows changes over the past five year period in the value of $100 (assuming reinvestment of dividends) invested in: (1) the Corporation's Common Shares; and (2) The Toronto Stock Exchange's 300 Total Return Index, as of December 31, 1999.



Five-Year Cumulative Total Return on $100 Investment
Fortis Inc. Common Shares and the TSE 300 Index
(December 31, 1994 - December 31, 1999)

	1994	1995	1996	1997	1998	1999
Fortis Common	100	113	149	194	184	159
TSE 300 Index	100	115	147	169	166	219

COMPENSATION OF DIRECTORS

During the fiscal year ended December 31, 1999, each director of the Corporation who was not an employee of the Corporation, or any of its subsidiaries, was paid an annual retainer of $14,000 except for the Chair. The Chair was paid an annual retainer of $35,000. Each director who was not an employee of the Corporation, or any of its subsidiaries, was paid a meeting fee of $900 in respect of each meeting of the Board of Directors or any committee thereof attended, in person or by telephone, by such director, together with reimbursement of their travel expenses. An additional annual fee of $2,000 was paid to each Chair of a Committee of the Board of Directors who was not an employee of the Corporation or any of its subsidiaries.

At the Annual and Special Meeting of Shareholders of May 20, 1998, the shareholders approved the establishment of a Directors' Stock Option Plan. On June 2, 1998, each director who was not an employee of the Corporation, or any of its subsidiaries, was granted an option to purchase 5,000 shares at an exercise price of $45.12 per share. These options expire on May 31, 2003. On March 8, 2000 the Board granted options to acquire 5,000 common shares to each of the directors, except Mr. Marshall, at an exercise price of $29.15 per share. These options expire on March 7, 2005.

DIRECTORS AND OFFICERS LIABILITY INSURANCE

Directors' and officers' liability insurance has been purchased for the benefit of the directors and officers of the Corporation. The premium paid by the Corporation for such insurance in 1999 was $37,000. The insurance coverage obtained under the policy is $25,000,000 in respect of any one incident, subject to a $100,000 deductible.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

As at March 31, 2000, the aggregate indebtedness of all officers, directors and employees to the Corporation, incurred in connection with purchases of securities of the Corporation, was $256,000.

The following table sets forth details of the indebtedness of directors and officers of the Corporation under securities purchase programs.

Table of Indebtedness of Directors, Executive Officers and Senior Officers under Securities Purchase Programs

Name and Principal Position	Involvement of Corporation or Subsidiary	Largest Amount Outstanding During 1999 ($)	Amount Outstanding As at March 31, 2000 ($)	Financially Assisted Securities Purchased During 1999 (#)	Security for Indebtedness
H. STANLEY MARSHALL President and Chief Executive Officer	Fortis As Lender	120,197	232,100	1,000	the Securities Purchased
KARL W. SMITH Vice President, Finance and Chief Financial Officer	Fortis As Lender	5,065	8,178	101	the Securities Purchased
	Newfoundland Power As Lender	3,000	-Nil-	90	the Securities Purchased
G. WAYNE WATSON Vice President, Finance and Chief Financial Officer	Fortis As Lender	19,800	-Nil-	500	the Securities Purchased
RONALD W. McCABE General Counsel and Corporate Secretary	Fortis As Lender	14,423	9,167	353	the Securities Purchased

All of the above-noted indebtedness was incurred under the Corporation's Executive Stock Option Plan or the Employee Share Purchase Plan.

As at March 31, 2000, there was no indebtedness of the officers, directors and employees of the Corporation incurred other than in connection with the purchase of securities of the Corporation.

GENERAL

Management knows of no matters to come before the meeting other than the business referred to in the notice of meeting. However, if any other matters should be properly brought before the meeting, the accompanying proxy will be voted on such matters in accordance with the best judgment of the proxy nominee.

CERTIFICATE

The contents and the sending of this Management Information Circular have been approved by the Board of Directors of the Corporation.

St. John’s, Newfoundland
April 10, 2000

Ronald W. McCabe
General Counsel and
Corporate Secretary