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, the 19th day of May, 1999 at the hour of 11:00 o'clock in the morning (St. John's time), and at any adjournment(s) or postponement(s) thereof, for the purposes set out in the 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, 1999.

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 o'clock in the morning (St. John's time) on Monday, May 17, 1999, or with the Chair of the meeting on the day of the meeting or any adjournment 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 o'clock in the afternoon (St. John's time) on Tuesday the 18th day of May, 1999, 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, 1999, 13,020,628 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, 1999 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, 1999 held approximately 1,470,464 Common Shares representing approximately 11.3% 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 nine 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]
STEPHEN T. BELLRINGER [2]	President and Chief Executive Officer, Orca Bay Sports and Entertainment	1998	1,000
GILBERT S. BENNETT [1]	Chairman, Canadian Tire Corporation, Limited Consultant and Corporate Director	1993	1,000
ANGUS A. BRUNEAU [1] [2] [3]	Chairman of the Corporation	1987	9,187
BRUCE CHAFE [1] [3]	Corporate Director	1997	817
DARRYL D. FRY [3]	Corporate Director	1998	2,000
LINDA L. INKPEN [2] [3]	Medical Practitioner	1994	766
H. STANLEY MARSHALL	President and Chief Executive Officer of the Corporation	1995	6,269
DAVID A. SCALES [2]	Chairman, Maritime Electric Company, Limited	1995	11,326
JAMES M. STANFORD [1]	President and Chief Executive Officer, Petro-Canada	1997	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 1998 Annual and Special 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 1998 Annual and Special 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	1998	317,000	100,000	252,370	10,413	1,489
	1997	290,000	89,300	121,445	13,142	1,543
President and Chief Executive Officer	1996	243,333	110,000	80,333	8,853	1,563
G. WAYNE WATSON	1998	166,200	30,000	193,596	3,640	1,302
Vice President, Finance and	1997	158,000	28,276	4,614	4,773	1,355
Chief Financial Officer	1996	158,000	41,001	40,420	5,748	10,323
RONALD W. MCCABE[3]	1998	130,000	25,000	2,349	2,847	486
General Counsel and 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; and (ii) benefits received in connection with the purchases of vehicles previously owned by the Corporation.

(3) Mr. McCabe was appointed General Counsel and Corporate Secretary of the Corporation effective January 1, 1997.

The following table sets forth all grants of stock options to the executive officers of the Corporation under the Corporation's Executive Stock Option Plan during the financial year ended December 31, 1998.

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	10,413	19.52	45.6650	44.7000	February 28, 2003
G. WAYNE WATSON	3,640	6.82	45.6650	44.7000	February 28, 2003
RONALD W. MCCABE	2,847	5.34	45.6650	44.7000	February 28, 2003

(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 executive officers of the Corporation during the financial year ended December 31, 1998 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

Name	Securities Acquired on Exercise (#)	Aggregate Value Realized ($)	Unexercised Options at Financial Year-End[1] (#)	Value of Unexercised in-the-Money Options at Financial Year-End[2] ($)
H. STANLEY MARSHALL	18,334	213,081	26,367	192,209
G. WAYNE WATSON	10,391	187,015	14,161	86,444
RONALD W. MCCABE	-------	-------	5,868	15,558

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

DEFINED BENEFIT PLANS

Mr. Marshall and Mr. Watson participate in defined benefit pension plans. In addition, the Corporation has agreements with these executives which provide for supplemental payments upon retirement. These supplemental payment agreements require the executives to make contributions toward the cost of such supplemental payments. Retirement compensation under both the defined benefit plans and the supplemental agreements are payable for life and reduced payments are made to a surviving spouse upon the death of a retiree.

The supplemental payment agreement between the Corporation and the current CEO, Mr. H. Stanley 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.

The supplemental payment agreement between the Corporation and Mr. Watson entitles Mr. Watson to receive, in effect, an annual payment following retirement of amounts up to the difference between his total entitlement under the applicable defined benefit plan and 70% of Mr. Watson's highest three-year average salary. The defined benefit plan is integrated with the Canada Pension Plan ("CPP") and provides for an annual accrual of 2% of an amount equal to the executive's average annual salary for the 36 months of service during which earnings were the highest. The offset for CPP is normally effective upon pension commencement. The plan is subject to a maximum accrual period of 35 years and a maximum annual pension of $60,278. Full benefits are payable at retirement, which normally occurs at age 65 but which can occur as early as age 60 where the retiree has 35 years of pensionable service. Mr. Watson has 6 years of pensionable service with the Corporation.

The following chart sets out the total estimated annual retirement compensation pursuant to the defined benefit plan and supplemental payment agreement for Mr. Watson.

Pension Plan Table (Defined Benefit Plan Plus Supplemental Payment)

	Years of Service				
Highest Average Salary	**15**	**20**	**25**	**30**	**35**
$150,000	$ 41,292	$ 55,055	$ 68,819	$ 82,583	$ 96,347
175,000	48,792	65,055	81,319	97,583	113,847
200,000	56,292	75,055	93,819	112,583	131,347
225,000	63,792	85,055	106,319	127,583	148,847
250,000	71,292	95,055	118,819	142,583	166,347
300,000	86,292	115,055	143,819	172,583	201,347

Mr. McCabe does not participate in a defined benefit pension plan and is not party to a supplemental payment agreement. In 1998, the Corporation contributed an amount equal to 6.5% of base salary to a self-directed registered retirement savings plan for Mr. McCabe.

EMPLOYMENT AGREEMENTS

The Corporation has entered into agreements with each of the executive officers which provide, in effect, that in the event that the employment of any such executive is terminated within two years of a change in control of the Corporation, then the Corporation shall pay to such executive an amount equal to three times that executive's 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 1998. Following a review of the mandates of all committees of the Board during 1998, the responsibilities of the Executive Stock Option Committee, the membership of which was identical to the Human Resources Committee, was assigned to the Human Resources Committee. 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 met twice in 1998.

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. 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 which 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. Corporate performance, upon which the larger part of each executive's bonus is based, is determined with reference to the return on investment in the Corporation's Common Shares relative to the performance of The Toronto Stock Exchange Indices and with reference to the financial performance of the Corporation relative to its Five-Year Strategic Plan established annually by the Board of Directors. Individual performance is assessed against specific goals and targets set annually in respect of each executive. In 1998, the current CEO had the opportunity to earn a cash bonus of up to 52.5% of his base salary, and the other officers of the Corporation had the opportunity to earn a bonus of up to 30% of their base salary.

Stock Options. Long-term incentives take the form of 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 1998, the executive officers were granted options entitling them to purchase 16,900 shares in the aggregate at a purchase price of $45.665 per share. In granting stock options in 1998, 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:

S. T. Bellringer
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 which 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 1998, the Board was composed of nine members. This Information Circular proposes the nomination of nine 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 first annual review of Board effectiveness during 1998.

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 Nominating and Corporate Governance Committee conducted a review of the responsibilities of the Board, the Chair of the Board and the President and Chief Executive Officer, and produced position descriptions which were adopted by the Board on November 26, 1997, reviewed by the Nominating and Corporate Governance Committee on November 30, 1998, and amended by the Board on December 1, 1998. These position descriptions define the role and responsibility of each entity in conducting the business and affairs of the Corporation and are reviewed 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 which 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 which 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 power is 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 processes 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.

Audit Committee

The Audit Committee of the Board functions under a mandate which 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.

Human Resources Committee

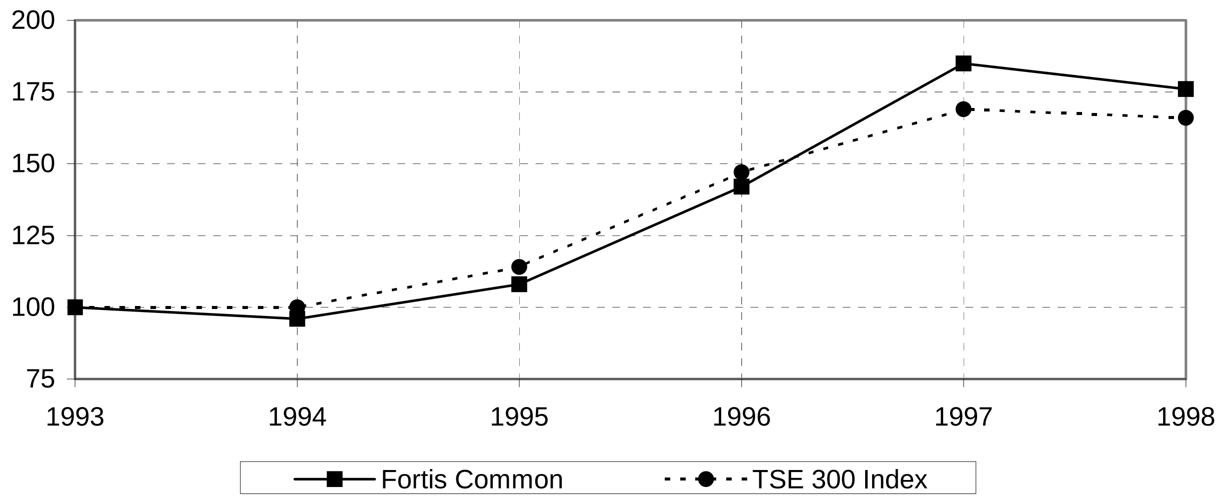
The Human Resources Committee is mandated to assist and advise the Board and CEO in appointing senior management, in designing and implementing programs for training and developing senior management, and in planning for succession within the ranks of senior management. As well, the Committee oversees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

Environmental Committees

The Environmental Committee of the Board of each electric utility subsidiary is charged with the responsibility of monitoring the systems used by that subsidiary to prevent damage to the environment and, at a minimum, assure compliance with all regulations.

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, 1998.



Five-Year Cumulative Total Return on $100 Investment
Fortis Inc. Common Shares and the TSE 300 Index
(December 31, 1993 - December 31, 1998)

	1993	1994	1995	1996	1997	1998
Fortis Common	100	96	108	142	185	176
TSE 300 Index	100	100	114	147	169	166

COMPENSATION OF DIRECTORS

During the fiscal year ended December 31, 1998, each director of the Corporation who was not an employee of the Corporation, or any of its subsidiaries, was paid an annual retainer of $12,000 except for the Chair. The Chair was paid an annual retainer of $30,000. 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 $45.120 per share. These options expire May 31, 2003.

DIRECTORS' AND OFFICERS' 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 1998 was $44,769. 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, 1999, the aggregate indebtedness of all officers, directors and employees to the Corporation, incurred in connection with purchases of securities of the Corporation, was $120,347.

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 1998 ($)	Amount Outstanding as at March 31, 1999 ($)	Financially Assisted Securities Purchased During 1998 (#)	Security for Indebtedness
H. STANLEY MARSHALL President and Chief Executive Officer	Fortis as Lender	538,735	90,510	19,036	the Securities Purchased
G. WAYNE WATSON Vice President, Finance and Chief Financial Officer	Fortis as Lender	195,175	5,067	10,774	the Securities Purchased
RONALD W. MCCABE General Counsel and Corporate Secretary	Fortis as Lender	10,600	11,673	284	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, 1999, 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 information circular have been approved by the Board of Directors of the Corporation.

St. John's, Newfoundland
April 9, 1999

Ronald W. McCabe
General Counsel and
Corporate Secretary