

CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

1.0 PURPOSE

The Corporate Governance and Nominating Committee (the “Committee”) of Baffinland Iron Mines Corporation (the “Company”) has been established by the Board of Directors of the Company (the “Board”) for the purposes of assisting the Board in the Company’s overall governance matters and shall assume responsibility for:

1.1 Governance

Developing and recommending to the Board, administering and monitoring compliance with, the corporate governance procedures, charters and policies of the Company. Monitoring significant developments in the law and practice of corporate governance and of the duties and responsibilities of directors of public companies.

1.2 Board Nomination

Assisting the Board with identifying and selecting individuals qualified to become Board members and recommending to the Board director nominees for election at the next annual meeting of shareholders.

1.3 Disclosure

Reviewing and approving corporate governance disclosure before the Company publicly discloses this information.

2.0 COMPOSITION

2.1 Members

The Committee shall consist of as many members as the Board shall determine, but in any event, not fewer than two (2) members. The Board shall appoint the members of the Committee annually.

2.2 Qualifications

Each member of the Committee shall be an independent director of the Company within the meaning of the Canadian Securities Administrators’ Multilateral Instrument 52-110.

2.3 Chair

Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

2.4 Removal and Replacement

Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee on ceasing to be a director of the Company. The Board may fill vacancies on the Committee by election from among the Board. If, and whenever, a vacancy shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains.

3.0 OPERATIONS

3.1 Meetings

The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least one (1) time per year.

3.2 Independent Meetings

The Committee members shall meet independently, with only members of the Committee, following every meeting of the Committee, or more frequently, if necessary.

3.3 Quorum

Quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee.

3.4 Notice

Committee meetings shall be held from time to time and at such place as any member of the Committee shall determine upon reasonable notice to each of its members which shall not be less than twenty-four (24) hours. The notice period may be waived by all members of the Committee. Each of the Chair of the Board or the Chief Executive Officer shall be entitled to request that any member of the Committee call a meeting.

3.5 Agenda

The Chair of the Committee, with the assistance of the Corporate Secretary, shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and management. The agenda and information concerning the business to be conducted at each Committee meeting shall be, to the extent practical, communicated to members of the Committee sufficiently in advance of each meeting to permit meaningful review.

3.6 Report to Board

The Committee shall report regularly to the entire Board. The Chair of the Committee shall prepare and deliver the report to the Board. The Committee's report by the Chair may be a verbal report delivered to the Board at a duly called Board meeting.

3.7 Assessment of Charter

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

4.0 RESPONSIBILITIES

The Committee is responsible for making all determinations and taking all actions that are reasonably appropriate or necessary in the course of establishing the corporate governance procedures of the Company including:

4.1 Governance

- 4.1.1 Developing and recommending to the Board the corporate governance procedures and policies, code of business conduct and ethics and charters of the Company.
- 4.1.2 Periodically, or as frequent as deemed necessary by the Committee, establishing and reviewing with the Board the appropriate skills and characteristics required of Board members.
- 4.1.3 Periodically, or as frequent as deemed necessary by the Committee, reviewing with the Board, the current composition of the Board in light of the characteristics of independence, diversity, age, skills, experience and availability of service of its members and of anticipated needs.

- 4.1.4 Upon a significant change in a director's principal occupation, reviewing, as appropriate and in light of the then current Board policies, the continued Board membership of such director.
- 4.1.5 Monitoring and advising the Board periodically with respect to significant developments in the law and practice of corporate governance and making recommendations to the Board on all matters of corporate governance and on any corrective action to be taken, as the Committee may deem appropriate.
- 4.1.6 Establishing criteria and processes for, and leading the Board in an annual performance evaluation of the Board, the Board's committees and of individual directors. The Chair of the Committee shall report to the Board following the annual evaluation process.
- 4.1.7 Monitoring compliance with the Company's corporate governance procedures and policies, Code of Business Conduct and Ethics and charters, including reviewing with the Corporate Secretary the adequacy and effectiveness of the Company's procedures to ensure proper compliance, and recommending amendments to the procedures, policies, charters and Code of Business Conduct and Ethics to the Board as the Committee may deem appropriate.

4.2 Board Nomination

- 4.2.1 Assisting in the identification of and recommending to the Board nominees for election or re-election to the Board, or for appointment to fill any vacancy that is anticipated or has arisen on the board, in accordance with the criteria, policies and principles set out in the Company's corporate governance policies and procedures and this Charter.
- 4.2.2 Reviewing candidates for the Board recommended by shareholders.
- 4.2.3 The Chair of the Committee, together with the Chair of the Board, extending invitations to join the Board to the selected candidates.

4.3 Disclosure

- 4.3.1 Preparing an annual Corporate Governance report on the Company's corporate governance practices for inclusion in the Company's management information circular.

The foregoing list of duties is not exhaustive and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its oversight function.

5.0 AUTHORITY

5.1 Delegation

The Committee has the power to delegate its authority and duties to a subcommittee or individual members of the Committee, as it deems appropriate, provided that the subcommittee is comprised entirely of unrelated directors.

5.2 Advisors

The Committee has the authority to retain, and determine the fees of, independent legal counsel, executive search and employment consultants and other advisors in its sole discretion that it determines to be necessary to permit it to carry out its duties.