

RECEIVED
FEB 08 2008

The Bank of Nova Scotia
Ontario International Trade Services
61 Front Street West, Suite 402
Toronto, Ontario
Canada M5H 1H1



Date: February 4, 2008
Irrevocable Standby Letter of Credit No. S18572/269319
Amount: Not Exceeding CAD 5,407,000.00
Date and Place of Expiry: October 31, 2009, Canada

Beneficiary:
Qikiqtani Inuit Association
P.O. Box 219
Iqaluit, Nunavut
Canada X0A 0H0
Attention: Lands Department

Applicant:
Baffinland Iron Mines Corporation
120 Adelaide St. W., Suite 1016
Toronto, Ontario
Canada M5H 1T1

Dear Sirs:

We, The Bank of Nova Scotia, Ontario International Trade Services, 61 Front Street West, 4th Floor, Toronto, Ontario, Canada M5H 1H1, ("the Bank") is pleased to inform the Qikiqtani Inuit Association (the "QIA") that, at the request of our customer, Baffinland Iron Mines Corporation ("Baffinland"), we establish our Irrevocable Standby Letter of Credit No. S18572/269319 in your favour for a sum not exceeding the aggregate amount of CAD 5,407,000.00 (Five Million Four Hundred Seven Thousand Canadian Dollars), effective immediately, and expiring at our office with the close of business on October 31, 2009 (the "Expiry Date") or such later date as may apply if automatically extended in the manner provided for below.

This Standby Letter of Credit is issued for your benefit with respect to the Commercial Lease dated August 1, 2007 between the QIA and Baffinland (the "Lease").

Funds under this Standby Letter of Credit are available to you against presentation to the Bank at Ontario International Trade Services, 61 Front Street West, 4th Floor, Toronto, Ontario, Canada M5H 1H1 of the following documents prior to the Expiry Date:

- (a) Your written demand for payment accompanied by your certificate in the form attached as Exhibit 1 signed by any person purporting to be an authorized representative of QIA.
- (b) The original of this Standby Letter of Credit for endorsement of the claim paid.

We shall then honour your demand without inquiring whether you have the right as between QIA and Baffinland to make such demand and without acknowledging any claim of Baffinland.



This page 2 forms an integral part of Standby Letter of Credit No. S18572/269319.

This Standby Letter of Credit shall remain in effect until the expiry date. It is a condition of this Standby Letter of Credit that it shall be deemed to be automatically extended, without amendment, for one year from the present or any future expiry date hereof, unless at least sixty (60) days prior to any such date, we shall notify you in writing, by registered mail or courier, at Qikiqtani Inuit Association, Building 921, 2nd Floor, Iqaluit, NU X0A 0H0 that we have elected not to renew this Standby Letter of Credit for any additional period.

Partial drawings are permitted.

We hereby engage with you that we will honour all drawings under and in compliance with the terms and conditions of this Standby Letter of Credit.

It is understood that the amount of this Credit may be reduced from time to time, such reduction to be effected upon receipt of written notice from the QIA in the form of Exhibit 2 delivered to the Bank at Ontario International Trade Services, 61 Front Street West, 4th Floor, Toronto, Ontario, Canada M5H 1H1.

This Standby Letter of Credit is issued subject to the Uniform Customs and Practice for Documentary Credits (2007 revision), International Chamber of Commerce Publication Number 600.

Yours truly,

A handwritten signature in blue ink, appearing to be "J. [unclear] #81.2".

Authorized Signature

A handwritten signature in blue ink, appearing to be "Paul [unclear]".

Authorized Signature

ABR



This page 3 forms an integral part of Standby Letter of Credit No. S18572/269319.

EXHIBIT 1
PAYMENT CERTIFICATE

Date:

The Bank of Nova Scotia
Ontario International Trade Services
61 Front Street West, 4th Floor
Toronto, Ontario, Canada M5H 1H1
("the Bank")

Dear Sirs,

Re: Irrevocable Standby Letter of Credit No. S18572/269319

The undersigned hereby certifies to The Bank of Nova Scotia (the “Bank”) that: (a) he or she is an authorized representative of the Qikiqtani Inuit Association (the “QIA”); and (b) he or she is authorized to execute this Certificate on behalf of the QIA.



With reference to Irrevocable Standby Letter of Credit No. S18572/269319, issued on February 4, 2008 by the Bank to QIA (the “Letter of Credit”), the undersigned certifies that:

- (a) payment of CAD _____ is demanded hereunder and this amount is duly payable pursuant to the Lease (as defined in the Letter of Credit);
- (b) such amount is necessary to compensate the QIA for loss or damage actually sustained by the QIA arising out of or in connection with the Tenant's breach of a material term, covenant or condition of the Lease; and
- (c) the QIA has complied with its notice requirements (if any) under the Lease.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this ____ day of _____, ____.

QIKIQTANI INUIT ASSOCIATION

By: _____
[Insert name and title of authorized representative]



This page 4 forms an integral part of Standby Letter of Credit No. S18572/269319.

EXHIBIT 2
REDUCTION CERTIFICATE

Date:

The Bank of Nova Scotia
Ontario International Trade Services
61 Front Street West, 4th Floor
Toronto, Ontario, Canada M5H 1H1
("the Bank")

Dear Sirs,

Re: Irrevocable Standby Letter of Credit No. S18572/269319

Dear Sirs,

We refer to your Irrevocable Standby Letter of Credit No. S18572/269319 (the "Letter of Credit") issued by you to the Qikiqtani Inuit Association. The undersigned, a duly authorized representative of the Qikiqtani Inuit Association, hereby requests that the maximum amount of the Letter of Credit be reduced from CAD _____ to CAD _____.

IN WITNESS WHEREOF, the undersigned has executed and delivered this Certificate this ____ day of _____, _____.

Very truly yours,

QIKIQTANI INUIT ASSOCIATION

By: _____
[Insert name and title of authorized representative]

Two handwritten signatures in blue ink. The first signature is on the left, followed by the handwritten number '41810'. The second signature is on the right, followed by the handwritten initials 'MBR'.

DATE: AUGUST 21, 2008

AMENDMENT TO IRREVOCABLE
STANDBY LETTER OF CREDIT NO.
S18572/269319
DATED : FEBRUARY 4, 2008
AMOUNT: CAD 5,407,000.00
AMENDMENT NUMBER: 1APPLICANT:
BAFFINLAND IRON MINES CORPORATION,
120 ADELAIDE ST. W., SUITE 1016,
TORONTO, ONTARIO,
CANADA M5H 1T1BENEFICIARY:
QIKIQTANI INUIT ASSOCIATION
P.O. BOX 219, IQALUIT, MUNAVUT
CANADA X0A 0H0
ATTENTION: LANDS DEPARTMENTTHIS AMENDMENT IS TO BE CONSIDERED AS
PART OF THE ABOVE STANDBY LETTER OF
CREDIT AND MUST BE ATTACHED THERETO.

DEAR SIR(S) :

THE ABOVE MENTIONED CREDIT IS AMENDED AS FOLLOWS:

THE AMOUNT OF THIS CREDIT HAS BEEN INCREASED BY CAD 796,300.00
THE AMOUNT OF THIS CREDIT IS AMENDED TO: CAD 6,203,300.00 .

ALL OTHER TERMS AND CONDITIONS UNCHANGED.

YOURS TRULY,

THIS DOCUMENT CONSISTS OF 1 PAGE(S).




AUTHORIZED SIGNATURE/SIGNATAIRE AUTORISÉ



AUTHORIZED SIGNATURE/SIGNATAIRE AUTORISÉ

ONTARIO INTL TRADE
SERVICES,
61 FRONT STREET WEST, 4TH FLOOR,
TORONTO, ONTARIO, CANADA M5H 1H1 TEL. NO.: 416-847-6257

PAGE: 1
SAM STDAMEND

DATE: AUGUST 31, 2009

AMENDMENT TO IRREVOCABLE
STANDBY LETTER OF CREDIT NO.
S18572/269319
DATED : FEBRUARY 4, 2008
AMOUNT: CAD 5,407,000.00
AMENDMENT NUMBER: 2

RECEIVED
SEP 09 2009

APPLICANT:
BAFFINLAND IRON MINES CORPORATION,
120 ADELAIDE ST. W., SUITE 1016,
TORONTO, ONTARIO,
CANADA M5H 1T1

BENEFICIARY:
QIKIQTANI INUIT ASSOCIATION
P.O. BOX 219, IQALUIT, NUNAVUT
CANADA X0A 0H0
ATTENTION: LANDS DEPARTMENT

THIS AMENDMENT IS TO BE CONSIDERED AS
PART OF THE ABOVE STANDBY LETTER OF
CREDIT AND MUST BE ATTACHED THERETO.

DEAR SIR(S) :

THE ABOVE MENTIONED CREDIT IS AMENDED AS FOLLOWS:

THE AMOUNT OF THIS CREDIT HAS BEEN INCREASED BY CAD 10,296,700.00
THE AMOUNT OF THIS CREDIT IS AMENDED TO: CAD 16,500,000.00 .

ALL OTHER TERMS AND CONDITIONS UNCHANGED.

YOURS TRULY,

THIS DOCUMENT CONSISTS OF 1 PAGE(S).


AUTHORIZED SIGNATURE/SIGNATAIRE AUTORISÉ

BS2 
AUTHORIZED SIGNATURE/SIGNATAIRE AUTORISÉ

DATE: FEBRUARY 25, 2011

AMENDMENT TO IRREVOCABLE
STANDBY LETTER OF CREDIT NO.
S18572/269319
DATED : FEBRUARY 4, 2008
AMOUNT: CAD 5,407,000.00
AMENDMENT NUMBER: 3

APPLICANT:
BAFFINLAND IRON MINES CORPORATION,
120 ADELAIDE ST. W., SUITE 1016,
TORONTO, ONTARIO,
CANADA M5H 1T1

BENEFICIARY:
QIKIQTANI INUIT ASSOCIATION
P.O. BOX 219, IQALUIT, NUNAVUT
CANADA X0A 0H0
ATTENTION: LANDS DEPARTMENT

THIS AMENDMENT IS TO BE CONSIDERED AS
PART OF THE ABOVE STANDBY LETTER OF
CREDIT AND MUST BE ATTACHED THERETO.

DEAR SIR(S) :

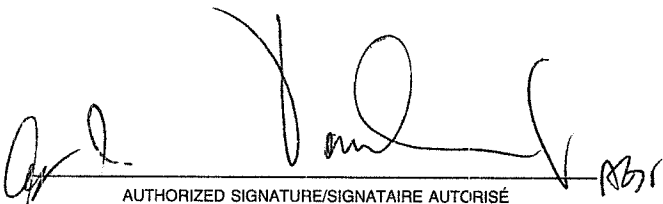
THE ABOVE MENTIONED CREDIT IS AMENDED AS FOLLOWS:

THE AMOUNT OF THIS CREDIT HAS BEEN INCREASED BY CAD 9,700,000.00
THE AMOUNT OF THIS CREDIT IS AMENDED TO: CAD 26,200,000.00 .

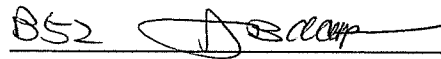
ALL OTHER TERMS AND CONDITIONS UNCHANGED.

YOURS TRULY,

THIS DOCUMENT CONSISTS OF 1 PAGE(S).



AUTHORIZED SIGNATURE/SIGNATAIRE AUTORISÉ



AUTHORIZED SIGNATURE/SIGNATAIRE AUTORISÉ



The Bank of Nova Scotia

Trade Service Centre
61 Front Street West, 4th Floor
Toronto, Ontario, M5H 1H1
Tel: 416-847-6250
Fax: 416-866-4286
SWIFT: NOSCCATTTPT

**Irrevocable
Standby Letter of Credit
No. S18572/269319**

Amendment no. 4
Dated January 31, 2014

Beneficiary:

QIKIQTANI INUIT ASSOCIATION
P.O. BOX 219, IQALUIT, NUNAVUT
X0A 0H0
ATTENTION: LANDS DEPARTMENT, Canada

Applicant:

Baffinland Iron Mines Corporation,
120 Adelaide St. W., Suite 1016,
Toronto, ON M5H 1T1 Canada
Ref: S18572/269319

We amend our Standby Letter of Credit subject to the following terms and conditions. This amendment forms an integral part of the original instrument. All other terms and conditions remain unchanged.

Amended Terms:

The amount of the Standby Letter of Credit is increased by: CAD 3,793,000.00 to CAD 29,993,000.00

The Applicant's address has been amended to:
2275 Upper Middle Road East, Suite 300
Oakville, Ontario, Canada L6H 0C3

Unless otherwise instructed herein, all correspondence and enquiries regarding this transaction should be directed to our Customer Service Centre at the above address, telephone: 416-847-6250. Please indicate our reference number in all your correspondence or telephone enquiries.

Regards,

Authorised Signature(s)

ORIGINAL



The Bank of Nova Scotia

Trade Service Centre
61 Front Street West, 4th Floor
Toronto, Ontario, M5H 1H1
Tel: 416-847-6250
Fax: 416-866-4286
SWIFT: NOSCCATTPPT



**Irrevocable
Standby Letter of Credit
No. S18572/269319**

Amendment no. 5
Dated July 22, 2014

Beneficiary:

QIKIQTANI INUIT ASSOCIATION
P.O. BOX 219, IQALUIT, NUNAVUT
X0A 0H0
ATTENTION: LANDS DEPARTMENT, Canada

Applicant:

Baffinland Iron Mines Corporation,
2275 Upper Middle Road East
Suite 300
Oakville, ON L6H 0C3 Canada
Ref: S18572/269319

We amend our Standby Letter of Credit subject to the following terms and conditions. This amendment forms an integral part of the original instrument. All other terms and conditions remain unchanged.

Amended Terms:

The amount of the Standby Letter of Credit is increased by: CAD 9,800,000.00 to CAD 39,793,000.00

Unless otherwise instructed herein, all correspondence and enquiries regarding this transaction should be directed to our Customer Service Centre at the above address, telephone: 416-847-6250. Please indicate our reference number in all your correspondence or telephone enquiries.

Regards,

Authorised Signature(s)

[Handwritten signature]
100705

[Handwritten signature]
10088

ORIGINAL



The Bank of Nova Scotia

Trade Service Centre
61 Front Street West, 4th Floor
Toronto, Ontario, M5H 1H1
Tel: 416-847-6250
Fax: 416-866-4286
SWIFT: NOSCCATTPPT

APR 30 2015

Certified True Copy

B0489 *[Signature]* H. Nuiic Ietaleuorne
10088

**Irrevocable
Standby Letter of Credit
No. S18572/269319**

Amendment no. 6
Dated February 27, 2015

**The Bank of Nova Scotia
Trade Services Center
61 Front Street West 4th Floor
Toronto, Ontario
M5H 1H1
TR52084**

Beneficiary:

QIKIQTANI INUIT ASSOCIATION
P.O. BOX 219, IQALUIT, NUNAVUT
X0A 0H0
ATTENTION: LANDS DEPARTMENT Canada

Applicant:

Baffinland Iron Mines Corporation,
2275 Upper Middle Road East
Suite 300
Oakville, ON L6H 0C3 Canada

Ref: S18572/269319

We amend our Standby Letter of Credit subject to the following terms and conditions. This amendment forms an integral part of the original instrument. All other terms and conditions remain unchanged.

Amended Terms:

The amount of the Standby Letter of Credit is increased by: CAD 7,724,500.00 to CAD 47,517,500.00

Unless otherwise instructed herein, all correspondence and enquiries regarding this transaction should be directed to our Customer Service Centre at the above address, telephone: 416-847-6250. Please indicate our reference number in all your correspondence or telephone enquiries.

Regards,

[Signature] B0489 *[Signature]*
Authorized Signature(s)

H. Nuiic Ietaleuorne
10088

KPM

ORIGINAL



The Bank of Nova Scotia

Trade Service Centre
61 Front Street West, 4th Floor
Toronto, Ontario, M5H 1H1
Tel: 416-847-6250
Fax: 416-866-4286
SWIFT: NOSCCATTPPT

**Irrevocable
Standby Letter of Credit
No. S18572/269319**

Amendment no. 7
Dated June 17, 2016

Beneficiary:

QIKIQTANI INUIT ASSOCIATION
P.O. BOX 219, IQALUIT, NUNAVUT
X0A 0H0
ATTENTION: LANDS DEPARTMENT Canada

Applicant:

Baffinland Iron Mines Corporation,
2275 Upper Middle Road East
Suite 300
Oakville, ON L6H 0C3 Canada

Ref: S18572/269319

We amend our Standby Letter of Credit subject to the following terms and conditions. This amendment forms an integral part of the original instrument. All other terms and conditions remain unchanged.

Amended Terms:

The amount of the Standby Letter of Credit is increased by: CAD 1,328,000.00 to CAD 48,845,500.00

Beneficiary's address has been amended to:

PO Box 1340
Iqaluit, Nunavut
Canada X0A 1H0
Attention: Lands Department Canada

Unless otherwise instructed herein, all correspondence and enquiries regarding this transaction should be directed to our Customer Service Centre at the above address, telephone: 416-847-6250. Please indicate our reference number in all your correspondence or telephone enquiries.

Regards,

TRACY HUA CHENG

H812

Authorised Signature(s)

[Handwritten signature]
N0176

THIS DOCUMENT CONTAINS SECURITY FEATURES INCLUDING FLUORESCENT FIBRES AND A TRUE WATERMARK

CHEQUE NO.

100623

Baffinland
Iron Mines LP

300 - 2275 Upper Middle Road East, Oakville, ON L6H 0C3

The Bank of Nova Scotia 47696
www.scotiabank.com/businessservices
1-888-855-1234

DATE 0 4 1 2 2 0 1 7
M M D D Y Y Y Y

PAY TWO MILLION FIVE HUNDRED THIRTY-EIGHT THOUSAND FIVE HUNDRED &
00/100

\$ *****2,538,500.00

TO
THE
ORDER
OF

Qikiqtani Inuit Association
PO Box 1340
Iqaluit NU X0A 0H0

BAFFINLAND IRON MINES LP

PER

PER

CERTIFIED CHEQUE

⑈100623⑈ ⑆47696⑈002⑆ 17839⑈12⑈

THIS DOCUMENT CONTAINS SECURITY FEATURES INCLUDING FLUORESCENT FIBRES AND A TRUE WATERMARK

CHEQUE NO.

100649

Baffinland
Iron Mines LP

300 - 2275 Upper Middle Road East, Oakville, ON L6H 0C3

The Bank of Nova Scotia 47696
www.scotiabank.com/businessservices
1-888-855-1234

DATE 0 7 2 4 2 0 1 7
M M D D Y Y Y Y

PAY TEN MILLION TWO HUNDRED FIFTY-SEVEN THOUSAND SEVEN HUNDRED
SEVENTY-ONE & 00/100

\$ *****10,257,771.00

TO
THE
ORDER
OF

Qikiqtani Inuit Association
PO Box 1340
Iqaluit NU X0A 0H0
73462-002

BAFFINLAND IRON MINES LP

PER

PER

CERTIFIED CHEQUE
DO NOT DESTROY

⑈100649⑈ ⑆47696⑈002⑆ 17839⑈12⑈