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By Richard Dwyer at 5:19 pm, Mar 31, 2011



834 Mountjoy Street South P.O. Box 120 Timmins, Ontario P4N 7C5 Tel. (705) 264-9413 Fax. (705) 267-2725

March 15, 2009

Jim Millard, M. Sc., P. Geo. Environmental Superintendent Mary River Project Baffinland Iron Mines Corporation Suite 1016, 120 Adelaide Street West Toronto, Ontario M5H 1T1

Dear Jim,

RE:

MARY RIVER PROJECT
BULK FUEL STORAGE FACILITY AT MARY RIVER CAMP
AS-BUILT CONSTRUCTION REPORT
OUR REFERENCE NO. 09-058

Genivar Consultants LP (Genivar) was retained by Baffinland Iron Mines Corporation (BIMC) to design the Bulk Fuel Storage Facility at their Mary River Camp site in Nunavut, provide limited QA/QC services during construction and subsequently to compile the required documentation of as-built conditions of the storage facility.

BACKGROUND

Part J (4) of the Water Licence (#2BB-MRY0710) for the Mary River Project issued by the Nunavut Water Board (NWB) states that:

"The Licensee shall provide as-built plans and drawings, stamped and sealed by a professional Engineer registered in Nunavut, within ninety (90) days of completion of all construction works, includingiii. Bulk Storage of fuel Facilities."

During 2007 and 2008, bulk fuel for the Mary River Project has been delivered to the Milne Inlet port. A Bulk Fuel Storage Facility has been built to contain all the required fuel at Milne Inlet camp. The as-built construction report for this facility was submitted to the NWB in December 2007. The plan in 2008 and 2009 is to transfer fuel from the Milne Inlet facility by tanker truck to the Mary River Camp

(approximately 100 km from Milne Inlet along the Milne Inlet Tote Road). Bulk fuel at the Mary River Camp is/will be stored in the Mary River Bulk Fuel Storage Facility which is the subject of the report, herein.

PROPOSED DESIGN OF THE FACILITIES AT MARY RIVER CAMP SITE

Figure 1 shows the site map indicating the Mary River Project sites from Steensby in the south to Mary River Camp in the north and Milne Inlet Camp in the north. Figure 2 shows the site plan arrangements at Mary River Camp Site.

Fuel was shipped via ocean tankers from the port of Montreal to Milne Inlet. All bulk fuel at Milne inlet has been stored in the Milne Inlet Bulk Fuel Storage Facility consisting of 74 fuel bladders within a lined and bermed containment. Bulk fuel is transferred by tanker truck from Milne Inlet to the Mary River bulk fuel storage facility. Figures 3 and 4 included in Appendix 1 show the construction design details of the Bulk Fuel Storage Facility design at the Mary River Camp Site. The Fuel bladders are identified in NIRB's Northern Remote Site Protocols document (Dillon, 1998) and have been used by both private companies and the federal government in Nunavut, Yukon and other arctic regions of the world. The fuel bladders were supplied by Raymac Industries and engineered by SEI Industries. Detailed arrangement of the fuel bladders in the containment as well as piping arrangement is included in Appendix 2.

As shown in the related drawings in Appendix 1, the fuel storage facility was designed with an earthen berm lined with a petroleum-resistant geomembrane liner (Hazgard HZ-500) that meets ULC/ORD-C58.9-1997 specifications for Underground and Aboveground flammable and combustible liquid storage tanks. The liner was to be covered with approximately 300mm of granular material to protect it from damage.

The containment was designed to hold 110% of total aggregate capacity of the fuel facility as per the CCME's "Environmental Code of Practice for Aboveground and Underground Storage Tank Systems containing Petroleum and Allied Petroleum Products" and "National Fire Code of Canada" standards. As well, the containments design consisted of a sump for collection of precipitation. The containments floors were designed to grade towards the sump. The sump was designed to be periodically pumped and contaminated water treated by an appropriate portable treatment unit. The treatment process involves oil water separator, filtration through two types of media, and polishing using activated carbon if required. The clean water from the process (that meets Water Licence Criteria) was designed to be discharged to the receiving environment while the oil and filter media was to be collected in drums and subsequently shipped offsite for recycling.

The Mary River Bulk Fuel Storage Facility was designed to contain 16 bladders, each containing 113,560 litres. Two to four of the bladders were to be used for

the storage of aviation fuel while the remaining bladders were to be used for the storage of diesel fuel.

The fuel facility was designed to be equipped with dispensing stations consisting of electric pumps and shut-off valves in a lined pad backfilled with granular material. The precipitation within this area was to be collected in a sump and treated as required. Any fuel spills was designed to be contained within the lined areas which can then be excavated, tested and treated as necessary at the end of the project.

AS-CONSTRUCTED CONDITIONS OF THE FACILITY

Containment construction

The containment for the Bulk Fuel Storage Facility was constructed in general conformance with the design. For details on the plans and sections of the containment construction, please refer to Figure 5 in Appendix 1 for asconstructed drawing of the Mary River Bulk Fuel Storage Facility.

The material used for the containment berms and base was obtained from nearby borrow sources. The material was free of any deleterious substances and was approved by the liner construction staff. A certificate of acceptance is included in Appendix 2 by Raymac/Layfield who was the supplier and contractor for the containment liner.

The liner was installed and welded as per the design criteria as well as liner manufacturer's recommendations. The liner was a nominal 40-mil impermeable material (commercially known as Hazgard 50). Quality Assurance and Quality Control was provided by Layfield (the liner material supplier) and a QA/QC report is included in Appendix 2.

Mechanical (bladders, pipes, valves...)

All mechanical components of the Bulk Fuel Storage Facility including the bladders (fuel tanks), the piping network within the containment, valves, the sump, oil/water separator, the piping from the shore to the Bulk Fuel Storage Facility, and the contaminated water treatment system were designed by SEI Industries and constructed by Raymac Inc.

Design drawing of the mechanical components of the Bulk Fuel Storage Facility at the Mary River Camp Site is included in Appendix 2.

It is our opinion that the Bulk Fuel Storage Facility containment was designed and built in general conformance with CCME's "Environmental Code of Practice for Aboveground and Underground Storage Tank Systems Containing Petroleum and Allied Petroleum Products" as well as "National Fire Code of Canada".

The following requirements have either been followed or shall be followed by BIMC in order to ensure compliance with CCME and NFC guidelines prior to the operation of the facility:

Tank Registration

Each storage tank (bladder) will be registered with the Fire Marshal in 2009. The registration document will include the name of owner, address of owner, type of facility, location of the tanks, storage capacity of the tank, type of product stored, year of installation, ULC standard of tank (bladder), type of storage material, type of piping material, type of corrosion protection (if any), type of pumps, description of leak detection system, type of secondary containment, name of operator, name of land owner, name of installer, manufacturer of storage tanks as per CCME, item 2.4.2.

Visual Leak Detection

BIMC conducts periodic visual inspections of each fuel bladder in accordance with the fuel management practice and schedule that has been developed for the Project. An inventory reconciliation plan has been developed for facility operations as part of the leak detection system.

Spill Contingency plan

The Bulk Fuel Storage Facility operation shall comply with the guidelines set forth by the Spill Contingency Planning and Reporting Regulations. This spill Contingency Plan has been provided by BIMC to the Nunavut Water Board and a copy is available at each site.

Bladder and Product Identification

Each tank/bladder should be identified in conformance with the Canadian Petroleum Products Institute (CPPI) "using the CPPI Colour-symbol system to mark equipment and vehicles for product identification".

Fire Protection

At least two (2) fire extinguishers, each having a rating of not less than 80-B:C, has been provided at the truck loading pad and at the fuel intake to the Bulk Fuel Storage Facility.

Please note that in all cases, the authority having jurisdiction is as follows:

Fire Marshall
Department of Community Government & Transportation
Government of Nunavut
P.O. Box 1000, Station 700
Iqaluit, Nunavut X0A 0H0
Tel. 879-975-5310

Fax. 879-975-5310

We trust this report is satisfactory and meets your requirements. However, should you have any questions, please do not hesitate to contact the undersigned for further discussion.

Yours truly,

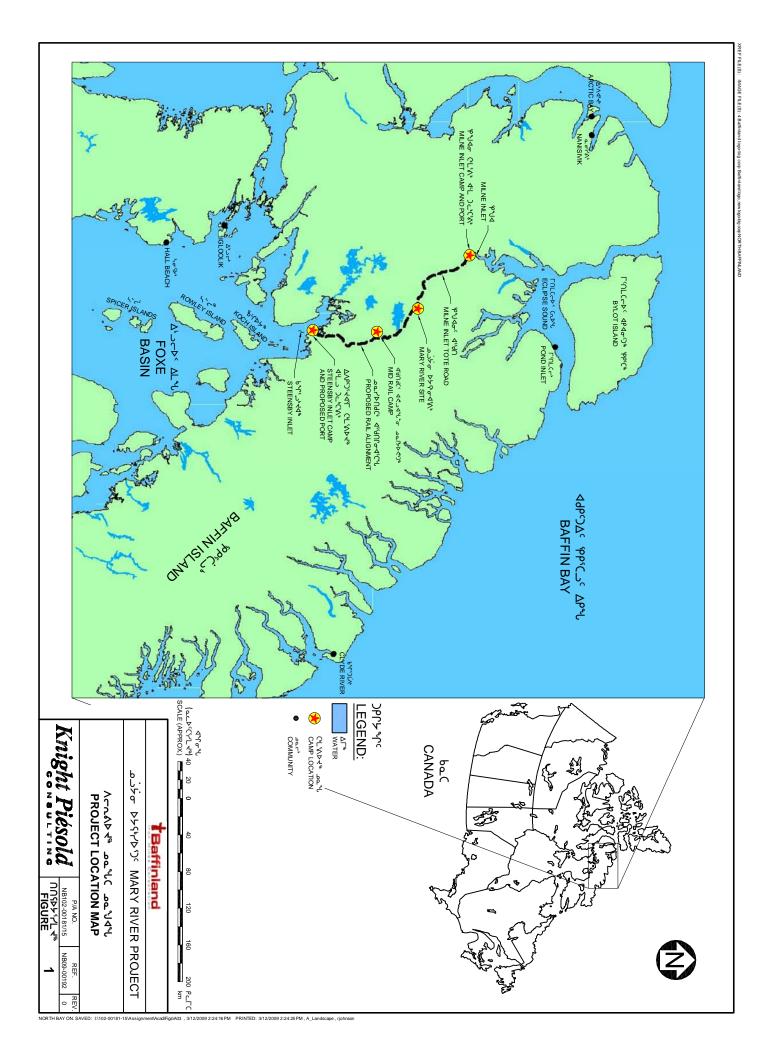
Genivar Consultants LP

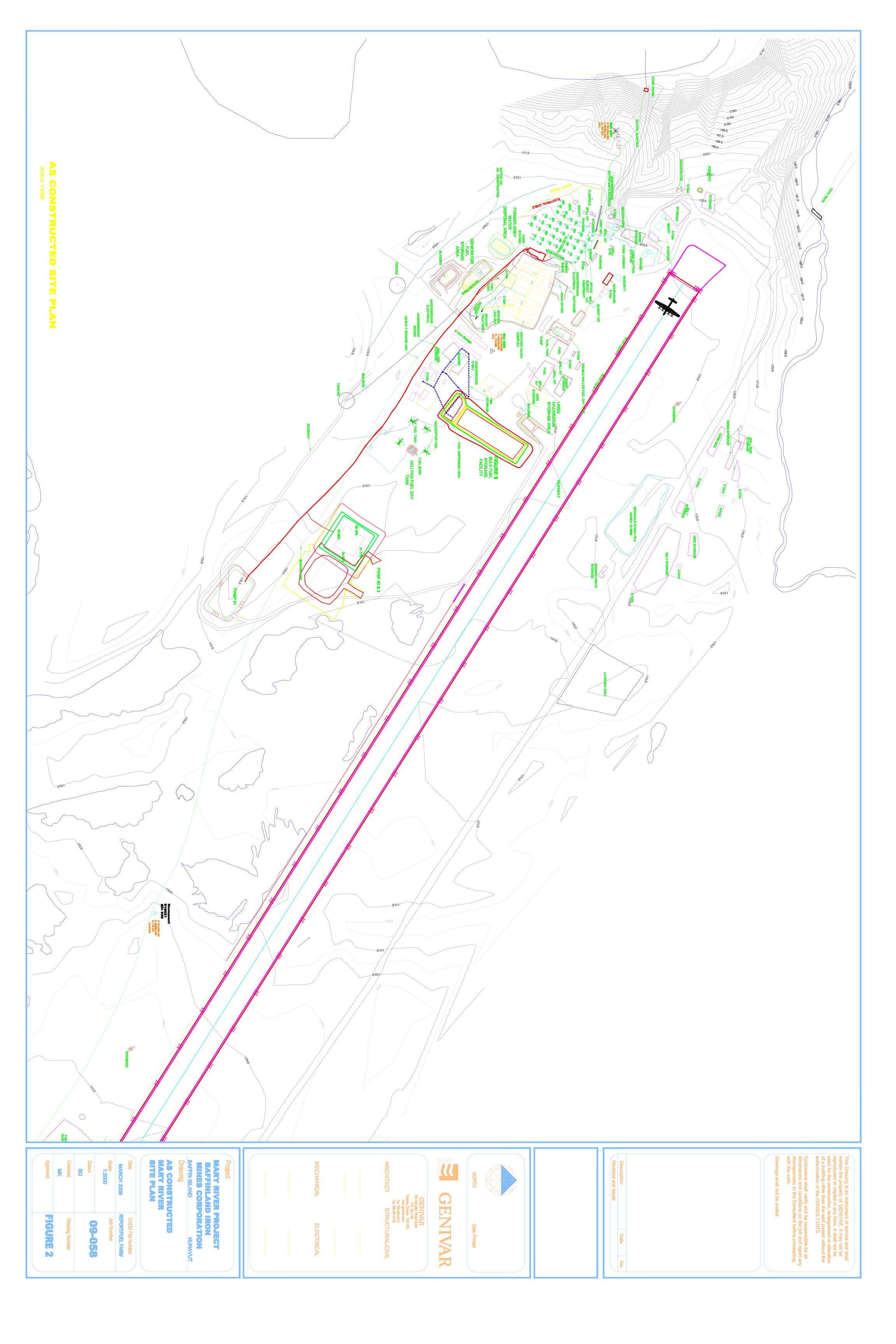
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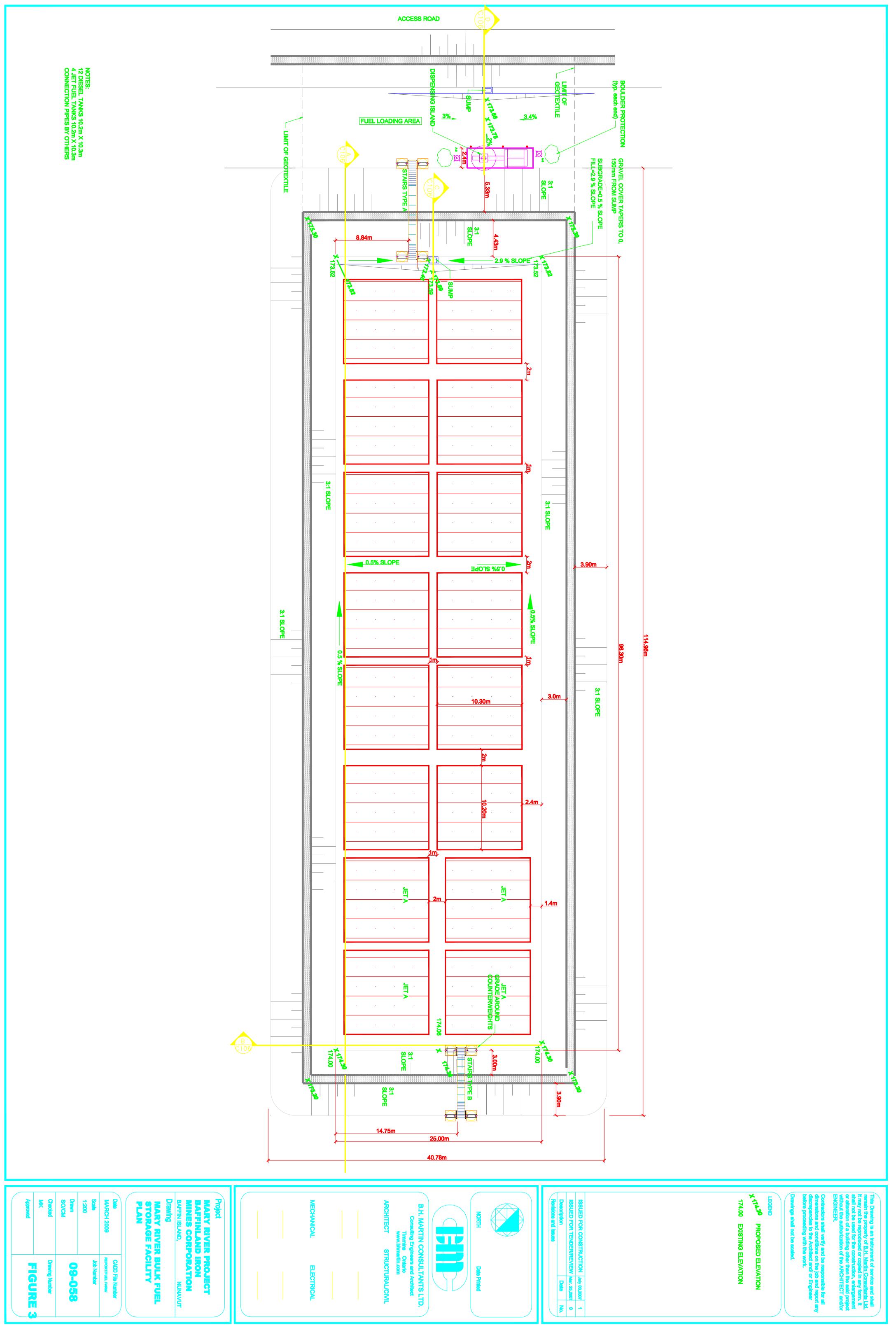
Marz G. Kord, P. Eng., M.Sc., MBA

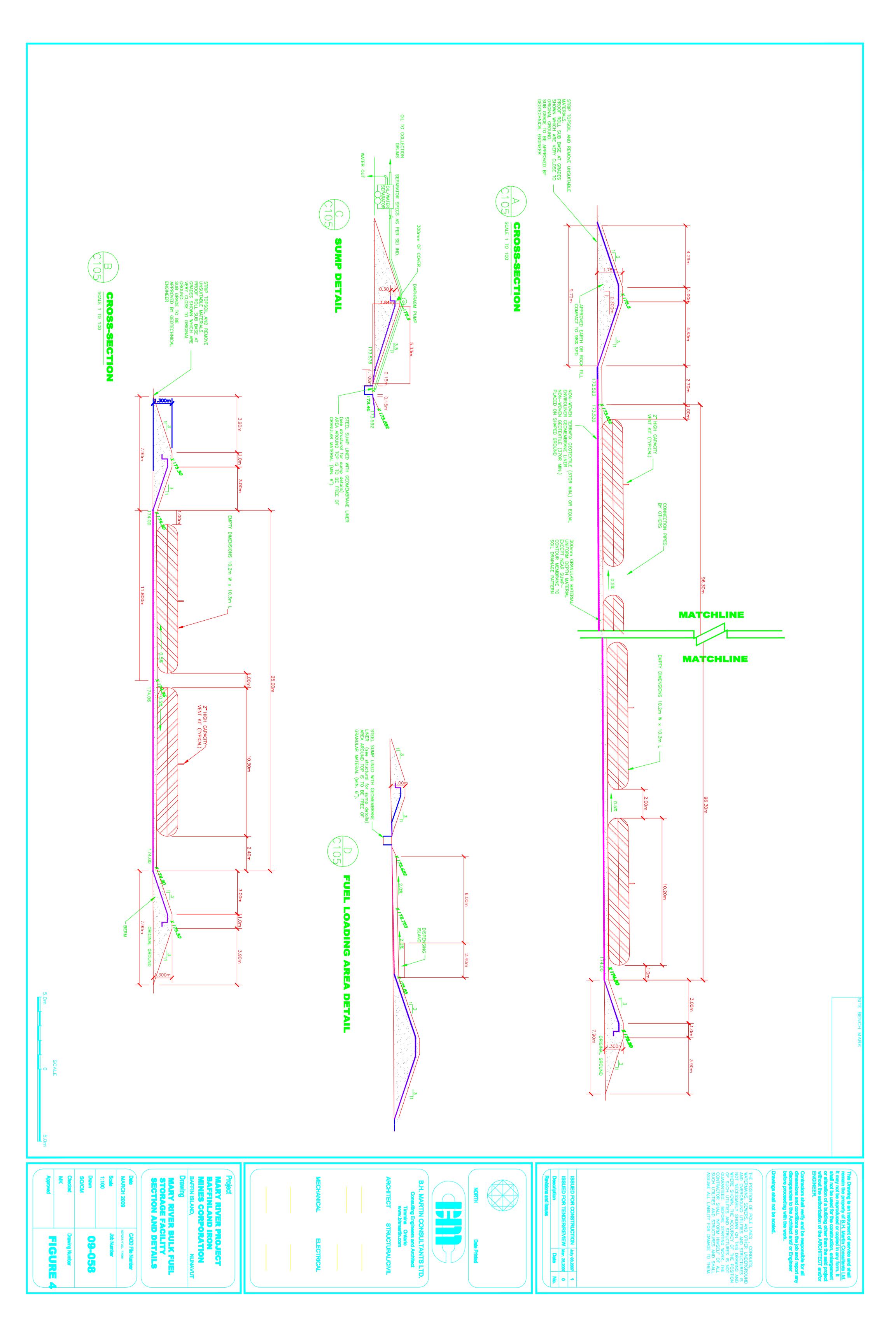
> APPENDIX 1

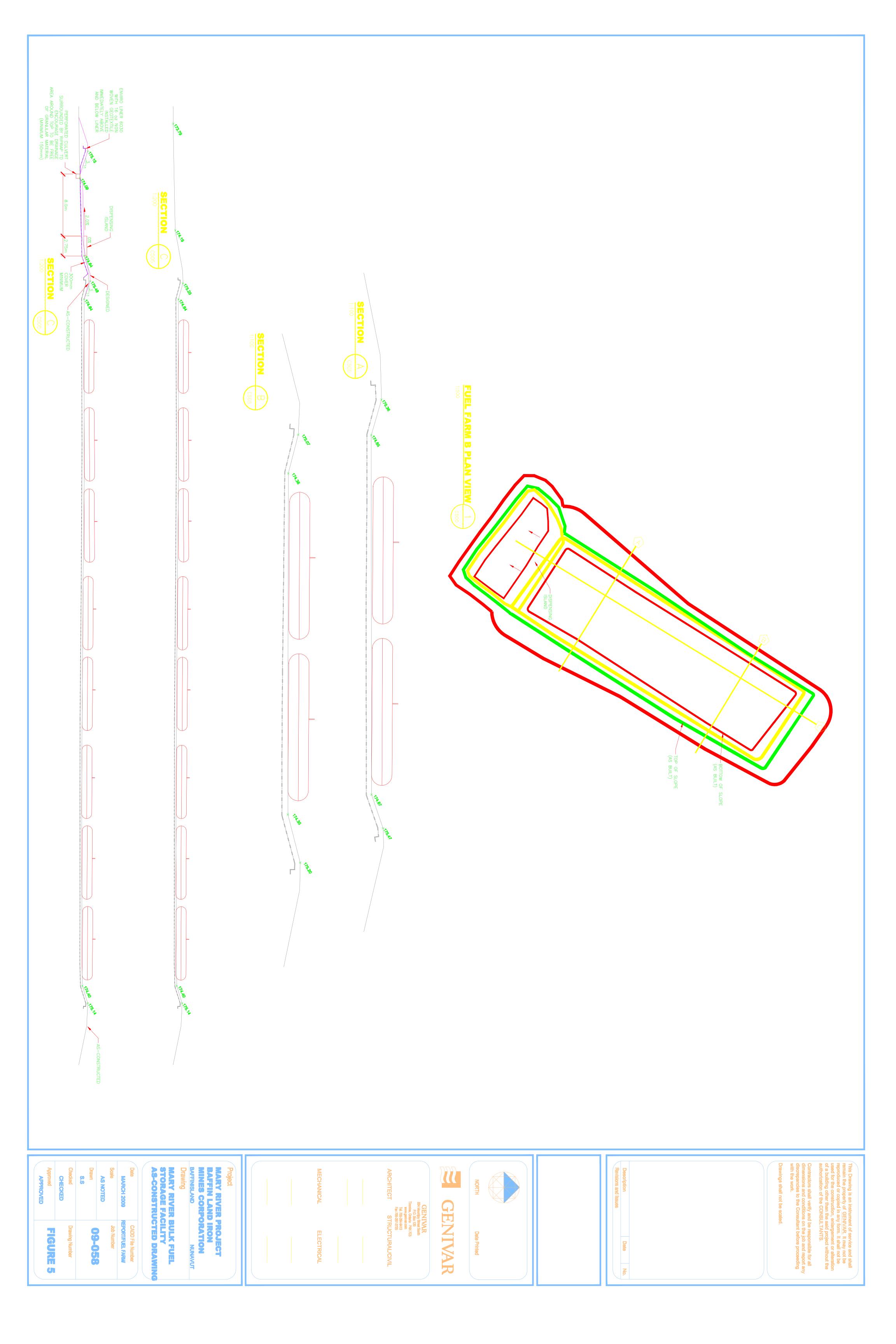
DRAWINGS

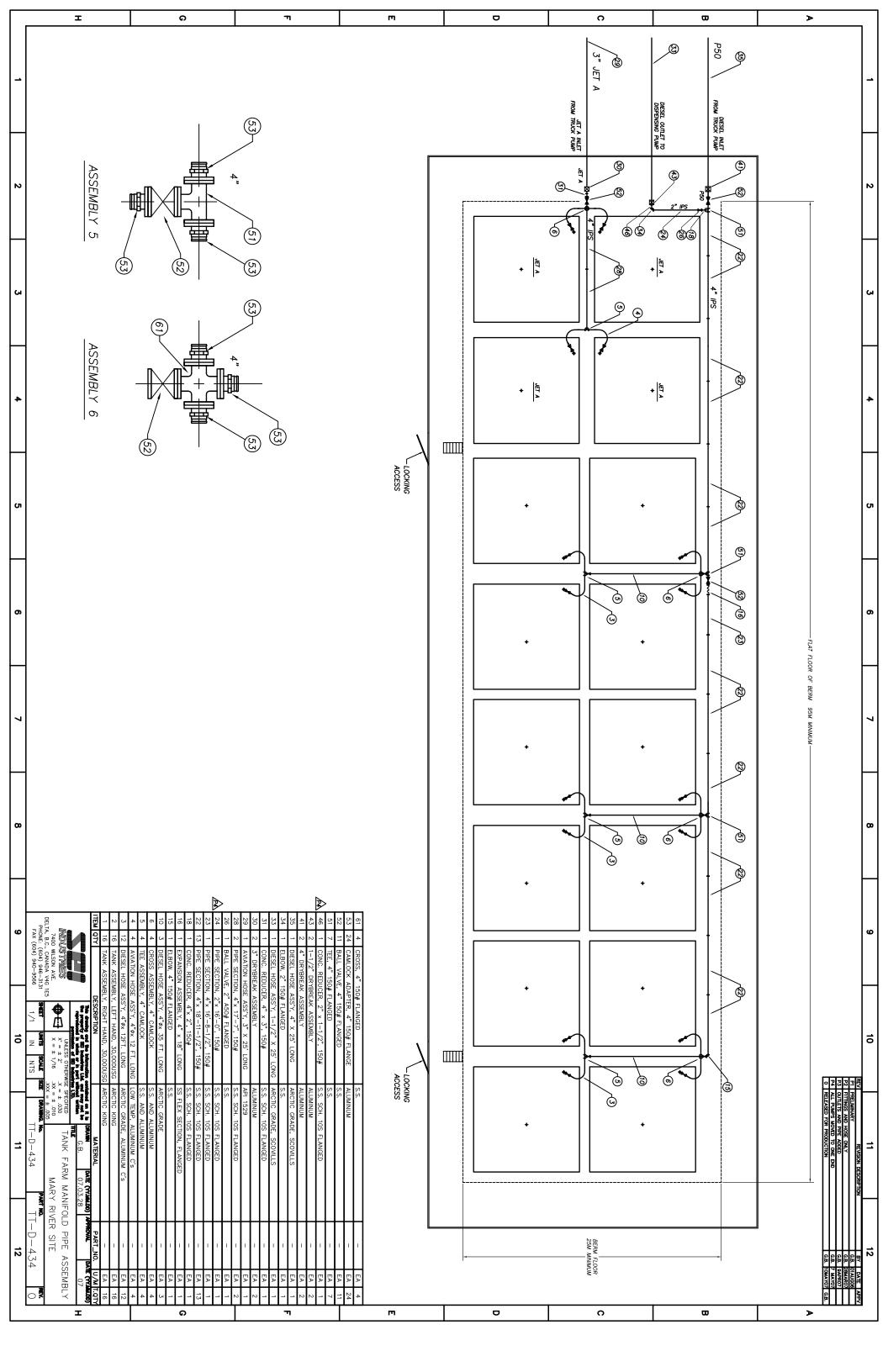












RECEIVEDBy Richard Dwyer at 5:19 pm, Mar 31, 2011

> APPENDIX 2

AS-CON STRUCTED REPORTS (QA/QC) PHOTOGRAPHS

MARY RIVER



CERTIFICATE OF ACCEPTANCE OF SOIL SUBGRADE SURFACE

PROJECT NAME: Fuel tarm
PROJECT NUMBER: 07<-015
OWNER: Baffinland Iron Mines
LOCATION: Many River
I, the undersigned, a duly appointed representative of Layfield Environmental Systems Ltd. (LESL), have visually observed the soil subgrade described below, and found it to be an acceptable surface on which to install geomembrane.
This certification is based on observations of the surface of the subgrade only. No subterranean inspections or tests have been performed by Layfield Environmental Systems, and LESL makes no representations or warranties regarding conditions which may exist below the surface of the subgrade. Layfield Environmental Systems accepts no responsibility for conformance of the subgrade to this project's specifications.
The soil subgrade accepted on this date refers to its present condition. Any changes in the subgrade condition that result from the effects of inclement weather and/or other forces beyond the control of Layfield Environmental Systems and remedial work to correct the resulting deficiencies, will be the direct responsibility of the General Contractor.
Area Being Accepted: Areas under pone s Al-A4 and pone Blab2, uncomported surface a berms, some rock asnow, generally sond
LAYFIELD ENVIRONMENTAL SYSTEMS REPRESENTATIVE: Date: 0 10, 2007
Signature: Name: Project Supervisor.
OWNERS REPRESENTATIVE:
Date: 05 18 1 2007
Signature:
Name: Kours Un Dry
Title: 120JECT MN62
Company. KKFFWUWD Draw MANES



CERTIFICATE OF FINAL INSPECTION AND ACCEPTANCE

PROJECT NAME: Fuel Farm
PROJECT NUMBER: 076-015 DATE: 05. 19,2007
OWNER: Battinland Fron Mines
LOCATION: May Kiver
Scope of Installation(s): THE WORK Installed, welded repaired tested approx 3,880 sq. m of Hazgard 500. Installed approx 8,150 sq. meters LP-16 fextile as an overlay aunderlay. Lined 1 sump as per owner. Cleaned up area of
garbage upon completion
Part 1 – LAYFIELD ENVIRONMENTAL SYSTEMS LTD.
Part I - LATFIELD ENVIRONMENTAL STSTEMS LID.
I, Allan McKinnon, a duly appointed representative of Layfield Environmental Systems Ltd. (LESL), have visually observed the installations (as outlined above), and have found the Work to be complete and free of defects and declare that the Work was completed in accordance with the project specifications, Layfield Environmental Systems' QC program and the terms and conditions of the contract.
Layfield Environmental Systems Representative:
Title: Project Supervisor
Date: Oct. 18,2007 Signature: Oller & Mille
Date Carried Control of Control o
Part 2 – OWNER (or Representative)
I, Rouse Landay, a duly appointed representative of BAPPON UND
, do hereby take over and accept the installation(s)
described above, and confirm that the work has been completed in accordance with the project specifications and the terms of the conditions of the contract.
I have evaluated and measured the work together with the Layfield Environmental Systems
representative, and agree that the measurements shown are both true and correct, and that the
installation has met our approval.
Owners Representative:
Name: KOLANIO LANIOLY
Title: TRODET MANAGEN
Company: BAPPAL (AND DEN MENES)
Date: Oct 18/67 Signature: Discourse
Comments:

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Checklist

I. NORTH ARROW ?

REPAIR NUMBERS & LOCATIONS ? ...
 SITE DIMENSIONS ? ...

5. TITLE BLOCKS COMPLETED? 4. SLOPE LENGTHS?

6. CERT. OF SUBGRADE ACCEPTANCE ? ___

7. CERT. OF FINAL ACCEPTANCE ?

Notes:

) SEAM NUMBERS SHOWN ON TESTING LOG SHEETS REPRESENT THE ADJACENT PANEL NUMBERS.

LEGEND

CHANGE IN GRADE
LINER FIELD SEAM
ANCHOR TRENCH

P3 PANEL NUMBER

⊗ PIPE PENETRATION
R2 REPAIR NUMBER

△ PATCH

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LAYFIELD PLASTICS

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Many River Fuel Farm Hazgard 500

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GEOSYNTHETICS INVENTORY LOG

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MATERIAL TYPE: GEOMEMBRANE GEON DATE OF ARRIVAL: UNLOADING METHOD: PRODUCT TYPE: 40/6 & Hezgard 500 MATERIAL MANUFACTURER:	DATE OF INVENTORY: Sept 29, Oct. [1,2807] INVENTORY BY: ASM CONDITION IN TRUCK:

Panel / Roll Number	Material Dimensions		Material Dimensions QC Conf. Certificate Sample			Other	Remarks		
	Length	Width	Thickness or Weight	Available Y/N	Removed Y/N		-		
A-4	385m	19.28 m	Haz 500		N				
A-3	38.5 m	19:28m	Haz 500		W				
A-2	385 m	19.28m	Haz 500		N				
A-1	385m	19.28m	He2 500		N				
B-1	38.5 m	18.4m	1402 500		W				
B-2	38.5m	18.4m	14a z 500		W				
	150	15/	LP-16				45 rolls		
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SUBMITTED BY: ASM

DATE: October 26, 2007

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GEOMEMBRANE TRIAL SEAM LOG

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OWNER: Bottenland

LOCATION: Mary River

PROJECT TITLE: FUEL Farm

CONTRACTOR:

SHEET NUMBER: 4

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TF-#FUSION

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LOCATION: Mary RIVER

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PROJECT NUMBER: D7C-015

OWNER: Bottinland Iven Mines

LOCATION: Mary River

PROJECT TITLE: Fuel Farm

CONTRACTOR:

PASSING TRIAL SEAMS

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PROJECT NUMBER: O7C-015
OWNER: Boffin land Iron Mines

LOCATION: Mary River

PROJECT TITLE: FUE CONTRACTOR:

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PASSING TRIAL SEAMS

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LAYFIELD ENVIRONMENTAL SYSTEMS

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LOCATION: Mary River

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GEOMEMBRANE VACUUM / AIR LANCE TEST LOG

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OWNER: Baffland Iron Mines		144
LOCATION: Mary River	DATE:	
VACUUM BOX AIR LANCE	SHEET NIMBER	8. 1

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SUBMITTED BY: AS M DATE: October 26,2007

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GEOMEMBRANE DEFECT / REPAIR LOG

PROJECT NUMBER:	UMBER: 670	-015		PROJEC	PROJECT TITLE:	Foe	el Farm		
OWNER:	Boffinland		1	CONTR	CONTRACTOR:				
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	DEFE	DEFECT LOCATION					Ĭ.		
DEFECT LOG DATE	SEAM OR PANEL NO.	DEFECT LOCATION DESCRIPTION	DEFECT	REPAIR TYPE	WELD TECH.	REPAIR DATE	REMARKS **	TEST DATE	CHECKED BY
1A 10-8	8 Seen A4-A3	11.4m from WEOS	W.R	Q	AM	8-01		8-01	Am
8-01 81	See M A 4-6	28.1m frem WEOS	wR	d	AM	8-01		8-01	MM
16-01	9 Sec. 11 H3- H2	9m from WEOS	XS		AM	10-9	welded flow	6-01	M. 10
b-01 a	Seam	30.1 m From WEOS	UR	d	17 M	6-01		10-9	A.M.
1E 10-9	9 Seom 43-42	32,3m from WEOS	ER	ď	AM	10-9		6-01	DIM
IF 10	4 See M A2-A1	east to a	XS		AM	8-01	welded flow.	0.0	CA MI
1-01 91	14 Seam Al-Bi	3.8m from EEOS	WR	d	Am	10-14		10-14	P. W.
1-01 H	4 Seom HI-BI	22.1 m from WEOS		Q	AM	10-14		7)-01	MM
1-0/ I	4 Seam A1-Bi	23.6m from WEOS	WR	Q	Am	10-14		10-14	P. M.
1/0/ 51	4 Penel BI	Wost crost	SR	d	AM	10-14	2,3m from 5 A1-B1	10-14	14 M3
1-01 41	4 Davel B1	West crest	SR	Q	AM	41-01	3.6m from 5 41-81	h)-07	MA
7	4 Panel Bi	22.1 m from Wedge	5 R	d	AM	10-14	4.1m Nof SMI-81	71-01	101 60
10-11 W	Ponel	8m from Wedge	S.R.	Ф	AM	h1-91	12,2m Nof 541-BI	41-01	AM
10 10-15	15 Seam BI-B2	East crest	ER.		AM	10-15	welded Plan	10-15	MA
10 16-15	5 Seam B1-82	Bast toe	12 R	β	AM	57-01		51.01	MA
1-01 d1	5 Seem	6.2m from EEOS	WR		Am	10-15	welded flow	10-15	M. C.
10/10/	15 Parel 82	7mtrom Nedge	SR	D	AM	10-15	4m from W toe	10-15	AM
K 10-	17 Pare 182	· Sin from Ntoe	Sumo		AM	10-17	13 in fram E toe	2)-01	Am
DEFECT TYPE: AD-ANIMAL RELATED DAMAGE	AL RELATED DAMAGE	EE - EARTHWORK EQUIPMENT DAMAGE	PT - PRESSURE TEST CUT	CUT					
B - UNDISPI	B - UNDISPERSED RESIN BEAD	EXT- EXTENSION	SI - SOIL SURFACE IRREGULARITY	REGULARITY			PASSING TRIAL SEAMS		
BO - FUSIO	BO - FUSION WELDER BURN	FM - FISHMOUTH	St SLAG ON TEXTURED SHEET	RED SHEET			NO.	TECH ID.	
BS - BOOT/S	BS - BOOT/SKIRT FROM FML PENETRATION	FS - FAILED SEAM LENGTH	T - THREE PANEL INTERSECTION	ERSECTION					
CO-CHAIN	CO-CHANGE OF OVEREAL	FTS - FIELD TEST STRIP	VL - VACUUM TEST LEAK	EAK					
CR - CREASE	ii	HT - HEAT TACK BURN	WR - WRINKLE						
D - 105 IALI DS-# - DESTI	D - INSTALLATION DAMAGE DS-# - DESTRUCTIVE TEST NUMBER	10 - INSUFFICIENT OVERLAP (UNDER SPEC.) MD - MANHEACTHEP DELIVERY DAMAGE	WS - WELDER RESTART	E	remousel				
REPAIR TYPE: P. PATCH, C	REPAIR TYPE: p-patch, c-cap, rs-reconstructed seam, grw-grind/wild	ORIND/WELD	Office C 5	W > 110	2000				

** COLUMNS TO BE USED BY THE PROJECT SUPERVISOR OR LEAD TECHNICIAN ONLY. LPL FORM 7

SUBMITTED BY: ASM DATE: Oct. 26,2007



Photo 1: Mary River aerial view. The Bulk Fuel Storage Facility is seen above.



Photo 2: The slopes of the berms are prepared as per the design.

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By Richard Dwyer at 5:20 pm, Mar 31, 2011



Photo 3: The base of the containment area is being prepared.



Photo 4: The slopes and the base are ready for the installation of the liner.



Photo 5: The liner material is shown above.



Photo 6: The liner is being installed within the containment and slopes.



Photo 7: Liner is installed over the slopes. The slopes and the base of the liner will then be protected with appropriate thickness of granular material.



Photo 8: Granular material is being placed over the liner.



Photo 9: Appropriate amount of cover is being placed over the liner.



Photo 10: Completed containment is seen above.



Photo 11: Fuel bladders are placed at their appropriate locations as per the design.



Photo 12: Fuel dispensing area is being prepared.



Photo 13: Mechanical crew installing the piping as per the design by SEI.



Photo 14: Bulk Fuel Storage Facility at completion.