



IAMGOLD CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

CHARTER

1. Overall Purpose and Objectives

The Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") will assist the Board in fulfilling its responsibilities under its mandate and under applicable laws and regulations in respect of governance matters at IAMGOLD Corporation (the Corporation"). To the extent considered appropriate by the Committee or as required by applicable legal or regulatory requirements, the Committee will provide a review with respect to governance matters and related compliance with applicable laws and regulations and advise the Board accordingly.

In addition to the powers and responsibilities expressly delegated by the Board of Directors to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Corporation's bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

Notwithstanding the foregoing, the Committee's responsibilities primarily are limited to reviewing and providing advice to the board on governance matters. Management of the Corporation is responsible for developing certain governance reports and programs. The Committee is directly responsible for recommendations to the Board on governance matters as set out in the Committee's role and responsibilities contained in this charter.

Each member of the Committee shall be entitled to rely on the integrity of those persons within the Corporation and of the professionals and experts from which the Committee may receive information and, absent actual knowledge to the contrary, the accuracy of the information provided to the Committee by such persons, professionals or experts.

2. Authority

- (a) The Committee shall have the authority to:
 - (i) engage independent advisors as the Committee determines necessary to carry out its duties;
 - (ii) set compensation and authorize payment for any advisors employed by the Committee; and
 - (iii) The Committee shall have unrestricted and unfettered access to all personnel and documents of the Corporation and shall be provided with the resources reasonably necessary to fulfill its responsibilities.

3. Membership and Organization

- (a) The Committee will be composed of at least three members of the Board. The members of the Committee shall be appointed by the Directors to serve one-year terms and shall be permitted to serve an unlimited number of consecutive terms. Every member of the Committee must be a Director who is independent. In this Charter, the term "independent" has the meaning ascribed to such term by applicable laws;
- (b) The chair of the Committee will be appointed by the Committee from time to time on the recommendation of the corporate governance committee;
- (c) The Committee shall meet at times necessary to perform the duties described above in a timely manner but not less than two times per year;
- (d) The secretary of the Committee will be the Secretary of the Corporation or such other person as is chosen by the Committee;
- (e) The Committee may invite such persons to meetings of the Committee as the Committee considers appropriate, except to the extent exclusion of certain persons is required pursuant to this Charter or applicable laws;
- (f) All decisions of the Committee shall be by simple majority and the chair of the Committee shall not have a deciding or casting vote;
- (g) Minutes shall be kept in respect of the proceedings of all meetings of the Committee;

- (h) Except as may be delegated by the Committee to any one or more members of the Committee, no business shall be transacted by the Committee except at a meeting of the members thereof at which a majority of the members thereof is present; and
- (i) The Committee may transact its business by a resolution in writing signed by all the members of the Committee in lieu of a meeting of the Committee.

4. Role and Responsibilities

- (a) Governance Policy Matters
 - (i) reviewing the corporate governance policies and practices of the Corporation generally and making recommendations thereon to the directors of the Corporation, including reviewing and making recommendations to Board of the Corporation on developing the approach of the Corporation to corporate governance issues and practices;
 - (ii) formulating the response of the Corporation to the corporate governance guidelines and disclosure requirements adopted by the Canadian Securities Administrators (or any other pertinent securities authority and stock exchange) on issues of corporate governance, including reviewing and recommending for approval to the directors of the Corporation on an annual basis "The Statement on Corporate Governance" for inclusion in the annual report or information circular of the Corporation;
 - (iii) recommending procedures to permit the Board to meet without management of the Corporation being present;
 - (iv) reviewing, advising and recommending to the Board any matters with respect to the size and composition of the board of directors of the Corporation, the organization and responsibility of committees of the board of directors of the Corporation;
 - (v) monitoring the nature of the information requested by and provided to the Board by management to enhance the effective decision making of the Board;
 - (vi) assisting the Chair of the Board of Directors of the Corporation in the preparation of an annual agenda of items the Board is required or ought

to review during the year as well as the materials to be requested from management in respect of such items;

- (vii) developing and monitoring systems for effective communications with the shareholders of the Corporation, other stakeholders of the Corporation and the public in general; and
 - (viii) reviewing and assessing annually the adequacy of its mandate and recommending any proposed changes to the Board for approval.
- (b) Forum for Directors and Management Relationships
- (i) serving as a forum for concerns of individual directors of the Corporation in respect of matters that are not easily discussed in a meeting of the directors of the Corporation;
 - (ii) administering the relationship of management of the Corporation with the directors of the Corporation;
- (c) Director Orientation and Education
- (i) advising and recommending an orientation and education program for new directors of the Corporation;
- (d) Board Compensation
- (i) reviewing the adequacy and form of the compensation of the directors of the Corporation and ensuring that the compensation realistically reflects the responsibilities and risks involved in being an effective director of the Corporation;
- (e) Nomination of Directors
- (i) being responsible for proposing new nominees to the Board through the function of a sub committee known as the Nominating Committee consisting of no less than three members of the Corporate Governance Committee, and in connection therewith to, among other things, considering the current composition of the board of directors of the Corporation, giving consideration to an appropriate variety of skills, backgrounds and life experiences;
- (f) Board, Committee and Individual Director Evaluation

- (i) reviewing and evaluating the effectiveness and contribution of the individual directors including the Chair of the Board and committee chairs of the Corporation on an ongoing basis;
 - (ii) reviewing and evaluating the effectiveness of the directors of the Corporation as a whole; and
 - (iii) reviewing and evaluating the effectiveness of the committees of directors of the Corporation.
- (g) Other Matters
 - (i) Addressing other related matters and issues which may be determined, from time to time, by the Board or submitted to the Committee's attention by management;
 - (ii) The Committee shall review and assess annually this charter and recommend any proposed changes to the Board of Directors for approval and perform an annual evaluation of the performance of the Committee, the results of which shall be reported to the Board.

5. Communication with the Directors

- (a) The Committee shall produce and provide the Board with a summary of all actions taken at each Committee meeting or by written resolution;
- (b) The Committee shall produce and provide the Board with all reports or other information required to be prepared under applicable laws.