Rand Logistics, Inc.
Corporate Governance/Nominating
Committee Charter

Membership

The Corporate Governance/Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Rand Logistics, Inc. (the "Company") shall consist of at least three directors who the Board determines are "independent" in accordance with the listing standards of The NASDAQ Capital Market ("NASDAQ"), as well as the requirements of any laws or regulations applicable to the Committee or its members. The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board and shall serve until the next organizational meeting or until their respective successors shall be duly elected and qualified.

Purpose, Authority and Responsibilities

The Committee shall assist the Board in (i) establishing criteria for Board membership; (ii) searching for and screening candidates to fill vacancies on the Board; (iii) recommending an appropriate slate of candidates for election each year; (iv) evaluating the performance of individual directors; (v) assessing the overall performance of the Board; (vi) considering issues regarding the composition, and size of the Board; (vii) monitoring a process to assess board effectiveness; (viii) considering matters of corporate governance applicable to the Company; and (ix) developing and implementing a Code of Business Conduct and Ethics.

In furtherance of these purposes, the Committee shall have the following authority and responsibilities:

Meetings

- The Committee shall meet at such times as the Committee shall consider appropriate to fulfill its duties and responsibilities;

- If it so determines, the Committee may meet separately with members of management, or with outside advisors or firms to discuss any matters that the Committee believes would be appropriate;

- The Chairman of the Committee or any member of the Committee may call meetings of the Committee;

- All independent directors who are not members of the Committee, if any, may attend meetings of the Committee but may not vote. The Committee may invite to its meetings any director, member of management or any other person it deems appropriate in order to carry out its responsibilities;

- The Committee may also exclude from its meetings or any part of a meeting any persons it deems appropriate;

- A majority of the members of the Committee shall constitute a quorum for all purposes. In addition to telephonic meetings, any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing is signed by all Committee members or if all Committee members consent via electronic transmission. Any such consent must be filed with the Secretary of the Company and maintained in the record of the proceedings of the Committee;

- Written minutes of each meeting shall be prepared and the Committee shall report regularly to the Board as to its activities.

Board Membership

- The Committee shall recommend and periodically evaluate criteria for Board membership and selection of new directors, including applicable "independence" standards, and recommend to the Board the skills, experience, perspective and background required for the effective functioning of the Board, considering the Company's strategy, as well as its regulatory, geographic and market environments;

- The Committee shall search for, recruit, screen, interview and recommend candidates for new directors as necessary to fill vacancies or the additional needs of the Board, and consider management's and stockholder's recommendations for director candidates;

- The Committee shall recommend to the Board nominees for election as directors. In making such recommendations, the Committee shall consider qualified director candidates nominated by shareholders in accordance wiht the provisions of the Company's By-laws and shall take into consideration the effect of its recommendations on existing agreements to which the Company is a party;

- The Committee shall report to the Board on the qualifications and performance of incumbent directors when making recommendations for or against such directors' re-election to the Board;

- The Committee shall periodically review and discuss with the Board whether individual independent directors continue to satisfy the independence standards adopted by the Board, the Securities and Exchange Commission ("SEC") and NASDAQ;

- The Committee may at its discretion retain and terminate any search firm to be used to identify Board candidates, as well as to approve the search firm's fees and other retention terms. The Committee may also, at its discretion, engage outside legal counsel or other advisers as it deems necessary to carry out its functions.

Board Performance

- At least annually, the Committee shall review and assess the performance of the Board and its committees, which evaluation shall include (a) the Board's effectiveness, (b) the composition, size, organization (including its committee structure, membership and leadership) and practices of the Board, (c) tenure and other policies related to the directors' service on the Board, and monitor the annual self-evaluations, and (d) such other matters as the Committee may decide;

- The Committee shall review and discuss with the Board relationships between the Company and the directors and non-Board services provided by directors to the Company, its subsidiaries and affiliates;

- The Committee shall monitor the orientation and continuing training needs of directors and recommend action to the Board where appropriate;

- The Committee shall recommend to the Board the resignation or removal of a director where appropriate;

Committee Membership

- The Committee shall recommend annually to the Board director nominees for each Board committee, taking into account the skills and background of such director, as well as the listing standards of NASDAQ and applicable laws, rules and regulations and advise the Board on the appropriate composition of each Board committee;

Corporate Governance

- The Committee shall consider matters of corporate governance applicable to the Company and, to the extent required or considered desirable, publish corporate goverance guidelines;

- The Committee shall develop and recommend to the Board a Code of Business Conduct and Ethics (the "Code of Ethics") applicable to the Company, including procedures for assuring compliance with the Code of Ethics, and review at least annually the Code of Ethics and recommend to the Board appropriate changes;

- The Committee shall evaluate the charters of the Audit Committee and the Compensation Committee periodically, in consultation with the chairmen of each of those committees, and recommend to the Board such modifications of those charters as the Committee deems necessary or appropriate;

- If the Company maintains a website, the Committee shall cause to be published on that website the charters of each committee of the Board;

Reporting to the Board; Evaluation of Performance; Other Activities

- The Committee shall report to the Board the Committee's recommendations and the results of its actions;

- The Committee shall, at least annually, (i) evaluate its own performance and report to the Board on such evaluation and (ii) review and assess the adequacy of this Charter and recommend to the Board any amendments to this Charter, which amendments shall be subject to Board approval;

- The responsibilities and duties enumerated in this Charter shall be the common recurring activities of the Committee in carrying out its purposes. The Committee may assume additional duties or responsibilities, carry out additional functions or adopt additional policies and procedures as may be appropriate to carry out its purposes or in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time. In carrying out these responsibilities and duties, the Committee shall comply with all applicable requirements of NASDAQ, the SEC, regulations or law in such manner and under such guidelines as the Committee shall determine from time to time to be most appropriate.

Shareholder Communications

The Chairman of the Corporate Governance/Nominating Committee shall initially review all shareholder communications intended for management of the Company or the Board or an individual Director and the Chairman, or if the Chairman so elects, the Corporate Governance/Nominating Committee as a whole, shall determine, in its discretion, considering the identity of the submitting shareholder and the materiality and appropriateness of the communication, whether, and to whom within the Company, to forward the communication elsewhere within the Company.

Procedures

The Committee may delegate its authority to such subcommittees or to the Chair of the Committee when it deems appropriate.

In fulfilling its responsibilities, the Committee is empowered to investigate any matter relating to its purpose, duties or responsibilities that it deems appropriate and shall have full access to all books, records, facilities and personnel of the Company and may retain special legal, accounting or other advisors, as the Committee may deem appropriate in its sole discretion. The Committee shall have full authority (without the need for any other Board approval) to retain outside legal, accounting or other advisors in carrying out its duties and responsibilities. As part of this authority, the Committee shall be authorized to approve the fees payable to such advisors and firms and any other terms of retention, and the Company shall provide the funding determined appropriate by the Committee for any such advisors and firms. Such advisors shall have such access to the books records, facilities and personnel of the Company as the Committee shall consider appropriate.