

BLACKSTONE ALTERNATIVE INVESTMENT FUNDS

NOMINATING COMMITTEE CHARTER

Adopted March __, 2013

ORGANIZATION

The Nominating Committee (the “**Committee**”) of the Trust shall be comprised solely of Trustees who are not “**interested persons**” of the Trust as such term is defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended (the “1940 Act”). The Board of Trustees shall nominate the members of the Committee and shall designate the Chairman of the Committee (the “**Chairman**”). The Chairman shall preside at each meeting of the Committee.

RESPONSIBILITIES

The Committee shall select and nominate persons for election as Trustees.

IDENTIFICATION AND EVALUATION OF POTENTIAL NOMINEES

In identifying and evaluating a person as a potential nominee to serve as a Trustee, the Committee should consider among other factors it may deem relevant:

- whether or not the person is an “**interested person**” as defined in the 1940 Act and whether the person is otherwise qualified under applicable laws and regulations to serve as a Trustee or independent Trustee;
- whether or not the person has any relationships that might impair his or her independence, such as any business, financial or family relationships with the Trust, the investment adviser, sub-advisers, service providers of the Trust or their respective affiliates, including whether such person has or controls any investments or holdings in such entities;
- whether or not the person serves on boards of, or is otherwise affiliated with, competing financial service organizations or their related fund(s) or fund complexes;
- whether or not the person is willing to serve, and willing and able to commit the time necessary for the performance of the duties of a Trustee;
- the contribution which the person can make to the Board and the Trust, with consideration being given to the person’s business and professional experience, education and such other factors as the Committee may consider relevant;
- the character and integrity of the person; and
- whether or not the selection and nomination of the person would be consistent with the requirements of the Trust’s retirement policies.

While the Committee is solely responsible for the selection and nomination of the Trustees, the Committee may accept nominations as a Trustee from the Trust's shareholders as it deems appropriate. Shareholders who wish to recommend a nominee should send a nomination to the Secretary of the Trust which includes biographical information and sets forth the qualifications of the proposed nominee. The recommendation must be accompanied by a written consent of the individual to stand for election if nominated by the Committee and to serve if elected by shareholders.

QUORUM

A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of the members of the Committee present at any meeting at which there is quorum shall be the act of the Committee.

NOMINATION OF TRUSTEES

After a determination by the Committee that a person should be selected and nominated as a Trustee, the Committee shall present its recommendation to the full Board for its consideration.

MEETINGS

The Committee may meet either on its own or in conjunction with meetings of the Board. Any action of the Committee may be taken by (i) the vote of a majority of the Committee members present, whether in person or otherwise, at the meeting at which such action is considered or (ii) by written consents or consents submitted electronically by a majority of the Committee members then in office (or such greater number as may be required by the Trust's Agreement and Declaration of Trust (as amended), its Bylaws (as amended) or applicable law).