

**WESTMORELAND COAL COMPANY
EXECUTIVE COMMITTEE CHARTER**

Adopted February 25, 2016

I. Purpose of the Committee

The purpose of the Executive Committee (the “Committee”) is to support the efficient functioning of the Board of Directors (the “Board”) of Westmoreland Coal Company (the “Company”) by taking actions on behalf of the Board during the intervals between regular Board meetings, as the Committee deems appropriate or advisable, and as the Board may delegate to the Committee from time to time.

It is the general intention that all substantive matters in the ordinary course of business be brought before the full Board for action, but the Board recognizes the need for flexibility to act on substantive matters between Board meetings. The Committee will meet when action or discussion cannot be or should not be postponed until the next scheduled meeting of the Board, but where the convening of a special Board meeting is not warranted as determined by the Chairman of the Board. Except to the extent restricted herein, the Committee will have the authority to exercise all of the powers of the Board in managing the business of the Company during the intervals between regular Board meetings.

II. Composition of the Committee

The Committee shall consist of at least three directors, including the Chairman of the Board. The number of members on the Committee will be determined from time to time by majority vote of the Board. The members of the Committee shall be appointed annually to a one-year term by a majority vote of the Board at the first meeting of the Board following the annual meeting of the Company’s stockholders. Each Committee member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation, removal from office, death or incapacity. The members of the Committee may be removed, with or without cause, only by a majority vote of the Board. Vacancies shall be filled only by a majority of the Board at the next Board meeting following the occurrence of the vacancy or as soon as practicable thereafter. The Chair of the Committee shall be elected by the members appointed to the Committee.

III. Authority

The Committee shall function as the Board when the Board is not in session. The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee shall have authority to retain outside legal, accounting or other advisors for any purpose deemed appropriate by the Committee, including the authority to approve the fees payable to such advisors and any other terms of retention. The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

IV. Meetings and Procedures of the Committee

The Committee shall meet during intervals between board meetings as often as it determines necessary to carry out the duties and responsibilities of the Board, but only when the convening of a special Board meeting is not

warranted as determined by the Chairman of the Board. The Chair of the Committee shall preside at each meeting and set the agenda for the meetings. In the absence of the Chair, one of the other members of the Committee shall be designated as the acting chair of the meeting. Any background materials, together with the agenda, should be distributed to the Committee members at a reasonable time in advance of the meeting.

A majority of the members of the Committee present in person or by telephonic means shall constitute a quorum, however if the Committee consists of just three members, quorum shall be all three members. The Committee shall act upon the vote of a majority of its members, at a meeting called in accordance with the Bylaws, at which quorum is present. Unless otherwise restricted by the Certificate of Incorporation or Bylaws of the Company, any action may be taken by a written instrument signed by all of the members of the Committee. At the request of any member of the Committee, consideration of any action proposed to be taken by the Committee will be deferred until the next Board meeting.

The Committee shall maintain minutes of its meetings and records relating to those meetings. Following each of its meetings, the Committee shall report its deliberations at the next meeting of the Board, including a description of all actions taken by the Committee during the meeting and an identification of any matter that requires action by the Board. Actions taken by the Committee shall be subject to revision or alteration by majority vote of the Board, provided that the rights or interests of third parties shall not be materially negatively affected by any such revision or alteration.

The Committee also shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance and report the results of the evaluation to the Board.

V. Duties and Responsibilities of the Committee

The Committee shall have and may exercise the powers of the Board. When required, the Executive Committee shall serve in the capacity of a Pricing Committee to approve the pricing and terms of all debt and equity issuances that have already been approved by the full Board of Directors.

However, the duties and responsibilities of the Committee shall be limited by resolution of the Board, the Bylaws of the Company and Delaware law, as well as the following restrictions:

The Committee is not empowered to:

- amend the Company's Certificate of Incorporation;
- amend or repeal the Bylaws of the Company;
- adopt an agreement for merger or consolidation;
- make any recommendation or proposal to shareholders that would require a shareholder vote for approval under Delaware law;
- authorize the issuance of stock;
- declare dividends;
- fix the compensation or benefits of the directors or management;
- create or fill any vacancies on the Board or any Committee;

- authorize or approve the repurchase of shares unless pursuant to a general formula or method specified by the Board; and
- amend or rescind previous resolutions adopted by the Board.