

**WESTMORELAND COAL COMPANY
ENVIRONMENT, HEALTH & SAFETY COMMITTEE CHARTER**

Adopted April 28, 2017

I. Purpose of the Committee

The Environment, Health & Safety Committee (the "Committee") of the Board of Directors (the "Board") of Westmoreland Coal Company (the "Company") is appointed by, and generally acts on behalf of, the Board. The Committee's purpose is to provide oversight of the Company's performance in relation to safety, occupational health, environmental and sustainability issues, including:

- (i) the Company's compliance with safety, health, environmental and sustainability-related laws and other regulatory requirements applicable to its business;
- (ii) the Company's initiatives to enhance sustainable business practices and its reputation as a responsible corporate citizen, including the promulgation and enforcement of policies, procedures and practices that promote the protection of the safety and health of its employees, contractors, customers, the public and the environment;
- (iii) the plans, programs and processes established by the Company to evaluate and manage safety, health, environmental and sustainability risks to its business, operations, products and reputation generally;
- (iv) the Company's response to significant safety, health, environmental and sustainability-related public policy, legislative, regulatory, political and social issues and trends that may affect the business operations, financial performance, or public image of the Company or the industry; and
- (v) such other duties as assigned to it from time to time by the Board.

II. Composition of the Committee

The Committee shall consist of two or more directors, as determined from time to time by the Board in accordance with the advice of the Nomination and Corporate Governance Committee. The members of the Committee shall be appointed annually to one-year terms 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 chairperson shall be recommended by the Committee for designation by the full Board. The chairperson will chair all meetings of the Committee and set the agenda for the Committee meetings. All Committee members are expected to make suggestions for agenda items.

III. Meetings and Procedures of the Committee

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities. The Committee, in its discretion, may ask other directors, members of management or others to attend its meetings and to provide pertinent information as necessary. The Chairperson may invite non-committee directors, members of management or other outside individuals to attend meetings of the Committee; however, such individuals may not vote on Committee business. The Chairperson may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of the members of the Committee present in person or by telephonic means shall constitute a quorum. 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.

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 at the meeting and an identification of any matter that requires action by the Board.

IV. Duties and Responsibilities of the Committee

A. Risk Oversight. Oversee management's monitoring and enforcement of the Company's policies to protect the health and safety of employees, contractors, customers, the public and the environment and review with management the quality of the Company's procedures for identifying, assessing, monitoring and managing the principal risks in the Company's business associated with health, safety and the protection of the environment, and report the Committee's findings to the Board, as deemed necessary or appropriate.

B. Strategy. Review the Company's strategy, including objectives and policies, relative to the protection of the safety and health of employees, contractors, customers, the public, and the environment.

C. Legal Matters. Review (i) any material compliance issues with health, safety and environmental laws, (ii) any material pending or threatened administrative, regulatory, or judicial proceedings regarding health, safety or environmental matters, and (iii) management's response to the foregoing legal matters.

- D. Public Policy and Trends.** Review any significant safety, health and environmental public policy, legislative, political and social issues and trends that may materially affect the business operations, financial performance, or public image of the Company or the industry, and management's response to such matters.
- E. Incentive Compensation.** As may be requested from time to time, consider and advise the Compensation & Benefits Committee on incentive compensation metrics relating to health, safety, environmental or sustainability matters and the Company's performance with respect thereto.
- F. SEC Reporting.** Review the environmental and mine safety disclosures required to be included in the Company's Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q.
- G. Security.** Review Company security policies and procedures relative to (i) potential employee strikes and/or terrorist activity, as well as (ii) the protection of Company assets against damage, destruction and/or theft.
- H. Committee Performance Evaluation.** Annually review and assess the performance of the Committee and deliver a report to the Board setting forth the results of its evaluation.
- I. Charter Review.** Review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval.
- J. Other Activities.** Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation, the Company's Bylaws, and governing law, as the Committee or the Board may deem necessary or appropriate.
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Responsibility/ Duties	Q1	Q2	Q3	Q4	As Req'd
General Organization					
The agenda for Committee meetings will be prepared in consultation between the Committee chair (with input from the Committee members) and management.	X	X	X	X	X
Review and update the EH&S Committee Charter annually.		X			
Complete an annual evaluation of the Committee's performance.			X		
Environment, Health & Safety Matters					
Review Company's procedures for identifying, assessing, monitoring and managing the principal risks in the Company's business associated with protection of the environment and health and Safety of employees and others.		X			
Review the Company's strategy, including objectives and policies, relative to the protection of the safety and health of employees, contractors, customers, the public, and the environment.			X		
Review any significant safety, health and environmental public policy, legislative, political and social issues and trends that may materially affect the business operations, financial performance, or public image of the Company or the industry, and management's response to such matters.			X		X
Review a health, safety and environmental report(s) at each regularly scheduled meeting. The reports shall provide an update of current activities and an analysis of performance compared with annual plans and objectives;		X	X		
Review and advise the Compensation & Benefits Committee on incentive compensation metrics relating to health, safety, environmental or sustainability matters and the Company's performance with respect thereto.					X
Review Company security policies and procedures relative to (i) potential employee strikes and/or terrorist activity, as well as (ii) the protection of Company assets against damage, destruction and/or theft.		X			
Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation, the Company's Bylaws, and governing law, as the Committee or the Board may deem necessary or appropriate.					X
Reporting and Disclosure					
Review with management the environmental and mine safety disclosures required to be included in the Company's Annual Reports on Form 10-K. Recommend to the Board acceptance and inclusion of same in the 10-K..	X				
Review with management the environmental and mine safety disclosures required to be included in the Company's Quarterly Reports on Form 10-Q. Recommend to the Board acceptance and inclusion of same in the 10-Q.		X	X	X	
Review with Chief Legal Officer (i) any material compliance issues with health, safety and environmental laws, (ii) any material pending or threatened administrative, regulatory, or judicial proceedings regarding health, safety or environmental matters, and (iii) management's response to the foregoing legal matters.		X	X		X