

WESTMORELAND COAL COMPANY
NOMINATING COMMITTEE CHARTER

This Charter sets forth the purpose, composition, responsibilities, duties and powers of the Nominating Committee (“the Committee”) of Westmoreland Coal Company.

I. Purpose

The purposes of the Committee are to:

- A. Identify and recommend individuals to the Board qualified to be members of the Board; and
- B. Make recommendations concerning the composition of the Board.

II. Composition

A. Size. The Committee shall consist of such number of Directors as the Board shall from time to time determine.

B. Except as otherwise permitted by the applicable Rules of the American Stock Exchange, or any other exchange on which the Company is listed and traded, each member of the Committee shall be “independent” as defined by such Rules and as such requirements are interpreted by the Board in its business judgment.

C. Chair. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.

D. Selection and Removal. Members of the Committee shall be elected by the Board. The Board may remove members of the Committee, with or without cause.

E. Compensation. The compensation of the Committee shall be as determined by the Board.

III. Structure and Operations

The Committee shall meet and report to the Board at least once a year at a time and place determined by the Committee Chairperson, with additional meetings to occur when deemed necessary or desirable by the Committee or Committee Chairperson. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by which all persons participating in the meeting can hear each other. The affirmative vote of a majority of the members of the Committee is necessary for the adoption of any resolution. The Committee shall keep appropriate records of its meetings.

IV. Authority and Responsibilities

A. Except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate Directors, the Committee shall (i) identify individuals qualified to become Board members and (ii) recommend to the Board qualified individuals to stand for election as Directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders. In the case of a vacancy in the office of Director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board one or more individuals to fill such vacancy. In recommending Director nominees, the Committee shall take into consideration such factors as it deems appropriate, which shall include the following criteria:

- The fundamental qualities of intelligence, experience, stature, honesty, perceptiveness, judgment, maturity, ethics, integrity, fairness, dependability and forthrightness.
- A sound understanding of business or relevant, related areas and the duties and responsibilities of a Director of a publicly traded company.
- The time, ability and commitment to devote adequate attention to the Board functions.

The Committee will consider candidates as proposed by the Company's management, other members of the Board, and properly proposed by shareholders in accordance with the by-laws of the Company. In evaluating potential Director nominees it is the intent of the Committee not to unlawfully discriminate in any form or fashion. All recommendations with respect to Director nominees shall be based solely on qualifications.

B. The Committee may make recommendations to the Board from time to time as to changes in the size of the Board that the Committee believes desirable.

C. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

D. The Committee shall discharge its responsibilities, and shall assess the information provided by the Company, in accordance with its business judgment.

E. The Committee shall perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

F. At least annually, the Committee shall evaluate its own performance.

V. Resources and Authority

The Committee shall have the resources and authority to appropriately discharge its duties and responsibilities, including the authority, without seeking approval from the Board, to retain counsel and other experts or consultants as the Committee determines necessary or advisable. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such counsel and other experts or consultants.