

WESTMORELAND RESOURCES GP, LLC
EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS
CHARTER

(Adopted as of February 18, 2015)

The Board of Directors (the “**Board**”) of Westmoreland Resources GP, LLC (the “**Company**”), the general partner of Westmoreland Resource Partners, LP (the “**Partnership**”), has established the Executive Committee of the Board (the “**Committee**”) with authority, responsibilities and specific duties of the Committee as provided in this Charter adopted by the Board as of the date set forth above.

I. Purpose

The Committee has been appointed by the Board to aid the Board in handling matters that arise during the intervals between meetings of the Board and that, in the opinion of the Chairman of the Committee, do not warrant convening a special meeting of the Board but should not be postponed until the next scheduled meeting of the Board (the “**Committee Purpose**”).

II. Membership

The Committee shall consist of not less than three members of the Board, with the Chief Executive Officer if a member of the Board and at least one independent director always being members of the Committee. The members of the Committee and its Chairman shall be selected annually by the Board and shall serve at the pleasure of the Board. Any vacancy on the Committee shall be filled by, and any member of the Committee may be removed by, an affirmative vote of a majority of the Board. If a Chairman is not selected by the Board then the Committee may designate a Chairman by majority vote of the members of the Committee then in office, and if the Chairman is not present at a meeting then the Committee may designate a member of the Committee to serve as Chair pro tempore for the meeting by majority vote of the members of the Committee present at the meeting.

Notwithstanding the foregoing membership requirements, no action of the Committee shall be invalid by reason of any such requirement not being met at the time such action is taken.

III. Authority, Responsibilities and Resources

The Committee is delegated and shall have all authority, resources and responsibilities of the Board as may be required or advisable to fulfill the Committee Purpose; provided, however, that the Committee shall not be authorized or empowered to take actions that have been specifically delegated to other committees of the Board or to take actions with respect to (A) the declaration of distributions by the Company or the Partnership; (B) a merger, sale or combination of the Company or the Partnership or any of their subsidiaries with, to or into another person; (C) a sale, lease or exchange of all or substantially all of the assets of the Company or the Partnership or any of their subsidiaries; (D) a liquidation or dissolution of the Company or the Partnership; (E) authorization of the issuance of membership interests, debt or

other securities of the Company or partnership interests, debt or other securities of the Partnership; (F) any action that must be submitted to a vote of the holders of the membership interests of the Company or partnership interests of the Partnership; (G) amendment of the Company's Third Amended and Restated Limited Liability Company Agreement, as amended (the "**LLC Agreement**") or the Partnership's Fourth Amended and Restated Agreement of Limited Partnership, as amended, (H) modifying the levels of authority delegated to the Company's Chief Executive Officer (the "CEO") under the Company's Delegation of Authority Policy, (I) any action regarding significant personnel matters involving members of the Board or the CEO, or (J) any action that may not be delegated to a Board committee under (1) the LLC Agreement, (2) the Delaware Limited Liability Company Act, 6 Del.C. § 18-101, *et seq.*, as it may be amended from time to time, and any successor statute thereto or (3) the Delaware Revised Uniform Limited Partnership Act, 6 Del.C. § 17-101, *et seq.*

The Committee shall also have authority to engage and obtain such advice and assistance from internal or external legal, accounting or other advisors as it deems necessary or appropriate, and shall have the authority to approve and cause the Company to pay the fees and expenses of such advisors.

The Committee may act in reliance upon other committees of the Board, management and other employees, and the Company's independent auditors, internal auditors, advisors and experts, as it deems necessary or appropriate.

The Committee may form and delegate authority to subcommittees as it deems appropriate.

IV. Procedures

A. *Meetings*

The Committee shall meet at the call of its Chairman, two or more members of the Committee or the Chairman of the Board. The Committee shall meet as frequently as circumstances dictate. The Chairman of the Committee shall be responsible for establishing the agenda for each meeting of the Committee. Where practicable, an agenda shall be sent to members of the Committee prior to each meeting. Meetings of the Committee may be held in person and/or by conference call, in accordance with the LLC Agreement. Meetings of the Committee shall be held at such time and place, and upon such notice, as the Chairman may from time to time determine. Subject to requirements set forth elsewhere in this Charter, the Committee shall keep such records of its meetings as it deems appropriate.

Meetings may, at the discretion of the Committee, include other directors of the Company, members of the Company's management, independent advisors and consultants or any other persons whose presence the Committee believes to be necessary or appropriate. Those in attendance may observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote on any matters as to which the Committee conducts a vote. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons other than the members of the

Committee that it deems appropriate, including, but not limited to, any director that is not a member of the Committee.

B. Quorum and Actions

All (and not less than all) of the Committee's members present in person and/or by conference call shall constitute a quorum for the transaction of business at a meeting of the Committee. The Committee shall act at a meeting on the affirmative vote of all (and not less than all) of the Committee's members. The Committee may also act by unanimous written consent in lieu of a meeting, in accordance with the LLC Agreement.

C. Rules

The Committee may determine additional rules and procedures, including, without limitation, the rules and procedures for designation of a Chair pro tempore in the absence of the Chairman and designation of a Secretary at or for any meeting thereof.

D. Reports

The Committee shall maintain minutes of its meetings. Any action of the Committee shall be reported to the Board within five (5) business days after such action, and shall also be reported to the Board at the first meeting of the Board following such action.

E. Review of Charter

Each year and otherwise from time to time when the Committee deems it appropriate, the Committee shall review the need for changes in this Charter and recommend any proposed changes to the Board for approval.

F. Performance Review

Each year, the Committee shall review and evaluate its own performance and shall submit itself to a review and evaluation by the Board.

G. Fees; Reimbursement of Expenses

Each member of the Committee including the Chairman shall be paid the fee(s) set by the Board for his or her services as a member or Chairman, as the case may be, of the Committee. Subject to the Company's policies, members of the Committee, including the Chairman, shall be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as members of the Committee including as Chairman.

V. Posting

The Company may, in its discretion, post this Charter on the Partnership's website.

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While the members of the Committee have the authority, responsibilities and specific duties set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the Committee, except to the extent otherwise provided under applicable federal or state law.