

OXFORD RESOURCES GP, LLC
LEAD INDEPENDENT DIRECTOR

CHARTER

(Adopted as of July 12, 2011)

This Lead Independent Director Charter (this “Charter”) is adopted by the Board of Directors (the “Board”) of Oxford Resources GP, LLC (the “Company”), the general partner of Oxford Resource Partners, LP.

I. Introduction and Purpose

The Board has previously designated a Lead Independent Director to coordinate the activities of himself and the other independent directors of the Company in their capacity as independent directors of the Company, and to perform and have such other duties and responsibilities as the Board may determine. This Charter is adopted in further implementation thereof. For purposes of this Charter, “independent” shall mean with respect to a director of the Company that such director (a) has no material relationship with the Company other than as a director of the Company and (b) otherwise qualifies as an “independent” director under the rules of the Securities and Exchange Commission and the New York Stock Exchange.

Following the adoption of this Charter, the Lead Independent Director shall be designated annually by a majority of the independent directors of the Company with the concurrence of the Board and may be removed or replaced at any time by a majority of the independent directors of the Company with the concurrence of the Board.

Nothing in this Charter shall impair the respective responsibilities of the various Committees of the Board or affect the duties of the respective chairs and/or members of such Committees.

II. Duties and Responsibilities

The specific duties and responsibilities of the Lead Independent Director when acting in such capacity shall be as follows:

- in consultation with the other independent directors, to consult with the Chairman of the Board of the Company (the “Board Chairman”) as to an appropriate schedule for Board meetings;
- to consult with the Board Chairman regarding the information, agendas and schedules for the meetings of the Board;
- to confer with the Board Chairman as to the quality, quantity and timeliness of the information submitted by the Company’s management that is necessary or appropriate for the independent directors to effectively and responsibly perform their duties;
- to serve as the principal liaison between the independent directors and the Board Chairman and between the independent directors and the Company’s management;

- to promote and ensure that the independent directors have adequate opportunities to meet and discuss issues in sessions/meetings without other Board members or the Company's management being present, except to the extent desired, including ensuring that the independent directors meet in at least one executive session each year without the participation of the non-independent directors or the Company's management;
- to chair the executive sessions and other meetings of the independent directors and communicate, as appropriate, the results of those sessions/meetings to the Board Chairman, the Board and the Company's management;
- when requested by the Board, to chair meetings of the Board in the absence of the Board Chairman;
- to notify the Board Chairman or the Board in the event there are unitholder questions or comments directed to the Lead Independent Director and/or the independent directors as a group, and at the request of and with consultation with the Board Chairman or the Board to respond to such questions and comments; and
- to perform such other duties and have such other responsibilities as the Board may from time to time delegate to the Lead Independent Director.

III. Advisors

To the extent requested by the Lead Independent Director and where appropriate, the Senior Vice President, Chief Legal Officer and Secretary shall provide support, advice and counsel to the Lead Independent Director in fulfilling the Lead Independent Director's duties. The Lead Independent Director may, at the sole expense of the Company, select, retain and consult with outside counsel and other advisors as he deems appropriate in carrying out the Lead Independent Director's duties.

IV. Charter Review

On an annual basis, the Lead Independent Director, in consultation with the other independent directors, shall review this Charter and recommend to the Board for its approval any modifications or changes that are necessary or appropriate.