



70 York Street, Suite 1410  
Toronto, Ontario  
M5J 1S9

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the annual and special meeting of shareholders of Royal Coal Corp. (the “Company”) will be held at 130 Adelaide Street West, Suite 1010, Toronto, Ontario M5H 3P5 on Wednesday, August 24, 2011 at 10:00 a.m. (Eastern time) for the purpose of:

- (a) receiving the Company's consolidated financial statements for the period ended December 31, 2010 and the report of the auditor thereon;
- (b) electing directors;
- (c) appointing the auditor and authorizing the directors to fix the auditor’s remuneration;
- (d) considering and, if deemed advisable, approving, with or without variation, a resolution approving a new stock option plan of the Company;
- (e) transacting such further and other business as may properly come before the meeting or any adjournment thereof.

**IMPORTANT**

**It is desirable that as many shares as possible be represented at the meeting. If you do not expect to attend and would like your shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose.** All proxies must be deposited with the Company’s registrar and transfer agent, CIBC Mellon Trust Company, 320 Bay Street, P.O. Box 1, Toronto, Ontario M5H 4A6, not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting or any adjournment thereof. The Company may refuse to recognize any instrument of proxy received after such time.

**DATED** this 30<sup>th</sup> of June, 2011.

**BY ORDER OF THE BOARD**

*(Signed)*  
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A. Thomas Griffis  
Chairman