

**NUCOAL ENERGY CORP.**  
**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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**NOTICE IS HEREBY GIVEN THAT** an Annual General Meeting of Shareholders (the “Meeting”) of NuCoal Energy Corp. (referred to herein as “NuCoal” or the “Corporation”) will be held on **Friday, May 20, 2011, at 10:00 a.m., Saskatchewan time, in the Estevan Room at the Hilton Garden Inn, 90 – 22<sup>nd</sup> Street East, Saskatoon, Saskatchewan**, for the following purposes:

1. To receive a report from the present Chairman of the Board, Stephen P. Halabura, on the general business and affairs of the Corporation for its financial year ending December 31, 2010;
2. To receive and consider the audited financial statements of the Corporation for its fiscal year ended December 31, 2010, enclosed herewith, together with the report of Hergott Duvall Stack LLP, auditors for the Corporation;
3. To appoint Hergott Duvall Stack LLP, Chartered Accountants, Saskatoon, Saskatchewan, as auditors of the Corporation for the ensuing year and authorize the board of directors to fix the remuneration to be paid to the auditors;
4. To receive a presentation from Perry Toms on his proposal and vision for the future of NuCoal;
5. To receive a presentation from John King Burns on his proposal and vision for the future of NuCoal;
6. To elect the board of directors of the Corporation\*; and
7. To transact such further and other business of the Corporation as may properly come before the Meeting.

\* Two distinct and separate slates of nominees for election to the Board of Directors are being presented to Shareholders for their consideration at this Meeting. Shareholders are being asked to vote for one slate or the other. In the event you wish NuCoal to proceed with the Toms Plan you are asked to support and elect his proposed slate of directors. In the event you wish NuCoal to proceed with the Burns Plan you are asked to support and elect his proposed slate of directors. If you are not able to attend the meeting, in order that your vote may still be heard and counted at the meeting, you are asked to complete and provide your proxy in support of the plan that you wish NuCoal to pursue. A further explanation of this election process together with a summary of each plan is provided in the accompanying Proxy Circular.

**Accompanying this Notice of Annual General Meeting of Shareholders you will find**

**the following\*\*:**

1. A Proxy Circular which reviews, in more detail, the foregoing items;
2. A form of Proxy to be completed in the event that you do not intend to be present at the Meeting, but wish management or someone else of your choice, who will be in attendance at the meeting, to vote your shares on the foregoing matters; and
3. Audited financial statements of the Corporation for its year ended December 31, 2010.

Dated this 26th day of April, 2011.

**By Order of the Board of Directors**



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**Stephen P. Harabura, P. Geo. F.E.C. (Hon.)  
Chairman of the Board**

**NOTE:** Shareholders who are unable to be present personally at the Meeting are requested to sign and return the accompanying proxy form for use at the Meeting. All proxies must be received by the Depository for Proxies, McDougall Gauley LLP, as agent designated by the Corporation, at their office located at 701 Broadway Avenue, Saskatoon, Saskatchewan, S7N 1B3, **by 12:00 p.m. on Thursday May 19, 2011.** Instruments appointing proxies that are not so received by the Depository by 12:00 p.m. on May 19, 2011, cannot be used or relied on at the Meeting.

**\*\*All shareholders are asked to bring the Audited Financial Statements and the Proxy Circular to the Meeting as additional copies will not be provided at the Meeting.**