

NUCOAL ENERGY CORP.

FORM OF PROXY

For the Annual General Meeting of Shareholders

This proxy is solicited by the management of NuCoal Energy Corp. (the "Corporation") in respect of the Annual General Meeting of the Shareholders to be held on Friday, the 20th day of May, 2011 (the "Meeting").

THE UNDERSIGNED shareholder of NuCoal Energy Corp. hereby appoints Stephen P. Halabura, P. Geo. F.E.C. (Hon.), Chairman of the Meeting, or instead of Stephen Halabura, _____, as proxy-holder of the undersigned to attend, act and vote all shares of the Corporation set forth below for and on behalf of the undersigned at the Meeting and with the same powers as if the undersigned were present at the Meeting with authority to vote at the said proxy-holder's discretion, except as otherwise indicated below. **While you my designate any person you wish as your proxy holder in the blank provided above, those Shareholders unable to attend the Meeting but wishing to support the "Toms Plan" are asked to designate Stephen Halabura as their proxy at the Meeting, and those Shareholders unable to attend but wishing to support the "Burns Plan" are asked to designate John King Burns by inserting his name into the blank provided above.**

Without limiting the general powers hereby conferred, the undersigned hereby directs the said proxy-holder to vote the shares represented by this Proxy in the following manner (please insert a checkmark in the bracketed area indicating how you wish your shares to be voted):

1. To vote for () or against () the following ordinary resolution:

Be it resolved that:

Hergott Duvall Stack LLP, Chartered Accountants, be and are hereby appointed to be the auditors of the Corporation to hold office until the next annual general meeting of shareholders, at a remuneration and on such terms as the Board of Directors of the Corporation may agree to.

2. With respect to the election of directors to the Board of Directors, the Shareholders are asked to vote for only one slate of directors depending on which plan they wish to see the Corporation pursue:

To vote for () the following slate of directors who intend to implement the Toms Plan:

- (a) Perry Toms, B.A. HBA
- (b) Stephen Halabura P. Geo. F.E.C. (Hon.)
- (c) James Lumley
- (d) James Stephenson, Q.C. P. Eng
- (e) Adam Hedayat, P. Eng.

OR, to vote for () the following slate of directors who intend to implement the Burns Plan:

- (a) John King Burns
- (b) George Heard, P.E.
- (c) John Rogers, P.E.
- (d) Peter Espig
- (e) Don Gillen

This proxy will be voted in accordance with the instructions given and in the absence thereof will be voted FOR each matter referred to above, except for the election of directors. In connection with the election of directors, in the absence of instructions in the proxy, the proxy will be voted at the discretion of the person named herein. This proxy will also be voted in the discretion of the person named herein with respect to amendments to or variations in all matters or of any other matter which may properly come before the Meeting and any adjournment thereof. In the event that Stephen P. Halabura is designated as your proxy-holder, and in the absence of instructions to the contrary, he will vote the shares represented by this proxy in favour of those nominee directors intending to implement the Toms' Plan.

A shareholder has the right to appoint a proxy-holder, other than the persons whose names appear above, who need not be a shareholder of the Corporation, to represent her/him at the Meeting. Such right may be exercised by inserting the name of the person to be appointed in the blank space provided for that purpose and the names of the nominees of management should be crossed out. If this proxy, or any other instrument appointing a proxy, is not received by the Corporation's agent designated for that purpose, McDougall Gauley LLP, Barristers and Solicitors, at their office located at 701 Broadway Avenue, Saskatoon, Saskatchewan, S7N 1B3 (the "Depository"), fax: 306-652-1323, or email: bnickel@mcdougallgauley.com, by 12:00 p.m. on Thursday May 19, 2011, it may not be used or relied on at the Meeting. If not dated, it will be deemed to have been dated as of the date it is received by the Depository.

Dated this _____ day of _____, 2011.

Signature of Shareholder

Name of Shareholder - PLEASE PRINT

NOTES:

1. This proxy **must** be signed by the registered shareholder or her/his attorney authorized in writing or, if the shareholder is a body corporate, under its corporate seal or by an officer or attorney thereof duly authorized to sign the same.
2. If this proxy is not dated it will be deemed to bear the date on which it is received by the Depository.
3. In order for this proxy to be effective, it must be completed and received by the Corporation's agent designated for that purpose, McDougall Gauley LLP, Barristers and Solicitors, at their office located at 701 Broadway Avenue, Saskatoon, Saskatchewan, S7N 1B3, fax: 306-652-1323, or email: bnickel@mcdougallgauley.com, by **12:00 p.m. on Thursday May 19, 2011**. Instruments appointing proxies that are not so completed and received may not be used or relied on at the Meeting.