

## NuCoal Energy Corp.

### Term Sheet for NuCoal Energy Corp.

This term sheet summarizes the principal terms with respect to a private placement of equity securities of “NuCoal Energy Corp.”

NuCoal Energy is focused on exploring for, then developing a large, advanced stage multi-regional coal project.

Using internal geosciences expertise and resources the company has begun an extensive staking program in a number of areas. NuCoal will explore for deposits in more than one area of the province which we believe will add significant value to our shareholders.

#### Land Position

Recently a major new discovery was made north of Hudson Bay. The discovery based on 2 drill holes 1.5 km apart has found a coal seam of approximately 25 to 35 meters. In a recent press release, the company GoldSource Minerals announced the coal was of a bituminous/sub-bituminous quality with an average 9100 cal/kg. Since most of the coal mined in Saskatchewan is lignite, which is of less quality this discovery of higher quality coal has led to extensive staking activity in the entire area.

#### **We do not believe that this is an isolated deposit.**

NuCoal has submitted 685 land permits for coal. This represents a total area of:

- 2,100 square miles or
- 1,315,200 acres or
- 57 townships

This area represents eleven projects across the principal areas of northwest/northcentral, northeast and south.

#### Summary:

<b>Issuer:</b>	NuCoal Energy Corp.
<b>Offering Jurisdictions:</b>	BC, AB, SK MB, ON
<b>Securities Offered:</b>	Private placement basis
<b>Subscription Process:</b>	Subscription documents to be delivered to First Avenue Partners (See “Subscription Agreement”)
<b>Initial Offering Price:</b>	\$0.75 per common share and \$0.90 per flow through share
<b>Initial Closing:</b>	June 15 <sup>th</sup> , 2008 or as determined by the company
<b>Initial Minimum Investment:</b>	Subscription of \$10,000. Investors must qualify as accredited investor.
<b>Investment Objective:</b>	To become the largest coal exploration and production company in Saskatchewan

#### CAP Table

We are currently raising capital to expand our land acquisition program and fund an aggressive exploration program to be undertaken in 2008. Principal Investors are committed to participating in each of the subsequent financing.

Investors	Shares	Price	Proceeds	
Principal Round	1,832,000	\$0.25	\$458,000	Complete
R1 – Seed Round	4,000,000	\$0.75	\$3,000,000	Open
R2- FT Seed Round	4,000,000	\$0.90	\$3,600,000	Open
<b>Total</b>	<b>9,832,000</b>		<b>\$7,058,000</b>	

\*Average Price per Share: \$0.72