



**HALLADOR ENERGY COMPANY**  
**Nominating Committee Charter**

**Purpose**

The purpose our Nominating Committee (the "Committee") is to (1) assist our Board of Directors (the "Board") by identifying individuals qualified for election and re-election as Board members and to recommend to our Board the director nominees for each annual meeting of stockholders, subject to the provisions of any stockholder or similar agreement binding on us; (2) recommend to the Board director nominees for each committee of the Board, subject to the provisions of any stockholder or similar agreement binding on us, and (3) act on specific matters within its delegated authority, as determined by the Board from time to time.

**Committee Membership**

The Committee shall be composed of two or more directors as determined by resolution of the Board, and in accordance with any independence requirements imposed by law, regulation or The NASDAQ Stock Market Marketplace Rules (the "NASDAQ Marketplace Rules"), if and as applicable. Each member of the Committee shall be a "non-employee director" within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934 and an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code and Treasury Regulations promulgated thereunder.

The members of the Committee shall be elected by the Board to serve until their successors shall be duly elected and qualified. Unless the Board elects a Chair to the Committee, a Chair may be designated by a majority vote of the full Committee. Any vacancy on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy or by resolution of the Board. No member of the Committee shall be removed except by majority vote of the Board.

**Committee Authority and Responsibilities**

**A. Board Candidates**

The Committee shall have the following responsibilities with respect to Board candidates:

1. The Committee shall establish procedures for evaluating the suitability of potential director nominees proposed by directors, management (including the CEO) or stockholders. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms.
2. The Committee shall recommend to the Board the director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to our bylaws, which recommendations shall be consistent with the Board's criteria for selecting new directors and independence requirements imposed by law, regulation or NASDAQ Marketplace Rules, as applicable.
3. The Committee shall review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a significant change in status, including but not limited to an employment change, and recommend whether the director should be re-nominated.

## **Board Composition and Procedures**

The Committee shall have the following responsibilities with respect to the composition and procedures of the Board as a whole:

1. The Committee shall review as it deems appropriate with the Board the composition of the Board as a whole and recommend, if necessary, measures to be taken so that the Board contains at least the minimum number of independent directors as may be required by law, regulation or NASDAQ Marketplace Rules, as applicable, and reflects the balance of knowledge, experience, skills, expertise, integrity and ability to carry out the Board's duties that the Committee deems appropriate.
2. The Committee shall review periodically the size of the Board and recommend to the Board any appropriate changes, subject to our bylaws.

### **B. Other**

1. The Committee shall make regular reports to the Board.
2. The Committee shall review such other matters within the scope of its responsibilities as the Committee shall determine from time to time and make such recommendations to the Board with respect thereto as the Committee deems appropriate.
3. The Committee and the Board shall review and reassess on at least an annual basis the adequacy of this Charter and make appropriate changes.
4. The Committee shall have the resources and sole authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of any Compensation Adviser, as it deems appropriate, without seeking approval of the Board or management.

Adopted as of March 5, 2020