

**FORESIGHT ENERGY GP LLC
CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS**

Adopted as of June 20, 2014

The Board of Directors (the “Board”) of Foresight Energy GP LLC (the “Company”), acting in its capacity as the general partner of Foresight Energy LP (the “Partnership” and, together with its subsidiaries and the Company, the “Partnership Group”), has established the Audit Committee of the Board (the “Committee”) with authority, responsibility and specific duties as described in this Audit Committee Charter (this “Charter”).

I. Purpose

The purpose of the Committee shall be:

- A. Assist the Board in fulfilling its oversight responsibilities regarding the:
- Integrity of the Partnership’s financial statements;
 - Partnership Group’s compliance with legal and regulatory requirements;
 - Qualifications, independence and performance of the Partnership’s independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Partnership; and
 - Effectiveness and performance of the Partnership’s internal audit function; and
 - Partnership’s systems of controls and procedures, internal controls over financial reporting and compliance with ethical standards adopted by the Partnership.
- B. Perform such other functions as the Board may assign to the Committee from time to time.

II. Membership

Subject to the phase-in provisions as set forth in the New York Stock Exchange (“NYSE”) Listed Company Manual (the “NYSE Manual”), the Committee must consist of not less than three members of the Board. All members of the Committee must be “independent” as defined by the rules of the Securities and Exchange Commission (“SEC”) and the listing requirements of the NYSE; *provided, however*, that this requirement is subject to the phase-in provisions set forth in the NYSE Manual. Each member of the Committee must meet the experience requirements of the NYSE, and at least one member of the Committee must be an “audit committee financial expert” (as defined by applicable rules of the SEC). Committee members may not serve on more than two other public company audit committees unless the Board determines in advance that the ability of the director to serve effectively on the Committee would not be impaired. If the Board determines that a Committee member can serve effectively on more than two other public company audit committees, the Board will disclose an explanation of its determination in the annual report on Form 10-K or as otherwise required by the NYSE.

Notwithstanding the foregoing membership requirements, no action of the Committee will be invalid by reason of any such requirement not being met at the time such action is taken.

The members of the Committee and its Chairman, if any, will be selected by the Board and will meet at the discretion of the Board. Any vacancy on the Committee will be filled by, and any member of the Committee may be removed without cause by, an affirmative vote of a majority of the Board. If a Chairman is not designated by the Board or present at a meeting, the Committee may designate a Chairman by majority vote of the Committee members.

III. Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. Without limiting the generality of the preceding statements, the Committee has the authority, and is entrusted with the responsibility, to take the following actions:

A. Authority

The Committee has the authority to:

1. Retain and determine funding for independent legal counsel, accounting experts and other advisors, including the sole authority to appoint or replace the independent registered public accounting firm, as it deems necessary or appropriate to fulfill its responsibilities. The Committee may also utilize the services of the Partnership Group's regular outside legal counsel or other advisors to the Partnership Group. The Partnership Group must provide for appropriate funding, as determined by the Committee, for payment of (a) compensation to any independent registered public accounting firm engaged for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Partnership; (b) compensation to any advisors employed by the Committee; and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
2. Delegate to its Chairman, any one of its members or any subcommittee it may form, the responsibility and authority for any particular matter, as it deems appropriate from time to time under the circumstances. Each subcommittee will keep minutes and regularly report to the Committee.

B. Responsibilities

The Committee's responsibilities are limited to oversight. Although the Committee has the responsibilities set forth in this Charter, it is not the responsibility of the Committee to plan or conduct audits or to determine that the Partnership's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles ("GAAP") and applicable laws, rules and regulations. These are the responsibilities of management, the internal auditor and the independent registered public accounting firm.

Interaction with the Independent Registered Public Accounting Firm

1. *Appointment and Oversight.* The Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the

independent registered public accounting firm hired for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Partnership. The Committee and the independent registered accounting firm will discuss the firm's responsibilities and the responsibilities of management in the audit process. The independent registered public accounting firm will report directly to the Committee and the Committee will routinely review such firm's performance. In addition, the Committee will oversee the resolution of any disagreements between management and the independent registered public accounting firm regarding financial reporting.

2. *Pre-Approval of Services.* Before the independent registered public accounting firm is engaged to render audit or non-audit services, the Committee must pre-approve the engagement. Committee pre-approval of audit and non-audit services is not required if the engagement for the services is entered into pursuant to pre-approval policies and procedures established by the Committee. The Chairman of the Committee has the authority to grant pre-approvals, provided such approvals are within the pre-approval policy and presented to the Committee at a subsequent meeting.
3. *Independence of Registered Public Accounting Firm.* The Committee will, at least annually, review the independence and quality control procedures of the independent registered public accounting firm and the experience and qualifications of the independent registered public accounting firm's senior personnel that are providing audit services to the Partnership. In conducting its review, the Committee will:
 - a) Obtain and review a report prepared by the independent registered public accounting firm describing (i) the firm's internal quality-control procedures and (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, involving one or more independent audits carried out by the firm, and any steps taken to address and respond to any such issues.
 - b) Discuss with representatives of the independent registered public accounting firm its independence from the Partnership Group, and obtain and review a written statement prepared by the independent registered public accounting firm describing all relationships between the independent registered public accounting firm and the Partnership Group, consistent with applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Committee concerning independence, and consider the impact that any relationships or services may have on the objectivity and independence of the independent registered public accounting firm.
 - c) If applicable, consider whether the provision by the independent registered public accounting firm of any permitted information technology services or other non-audit services to the Partnership Group

is compatible with maintaining the independence of the independent registered public accounting firm.

- d) Confirm with the independent registered public accounting firm that the firm is in compliance with the partner rotation requirements established by the SEC.
- e) Consider whether, in order to assure continuing independence of the independent registered public accounting firm, it is appropriate to adopt a policy of rotating the independent registered public accounting firm on a regular basis.
- f) Review and evaluate the lead partner of the independent registered public accounting firm.

Annual Financial Statements and Annual Audit

1. *Meetings with Management, the Independent Registered Public Accounting Firm and the Internal Auditor.* The Committee will:

- a) Meet with management, the independent registered public accounting firm and the internal auditor in connection with each annual audit to discuss the scope of the audit, the procedures to be followed and the staffing of the audit.
- b) Review and discuss with management and the independent registered public accounting firm: (i) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Partnership's selection or application of accounting principles, and major issues as to the design and operating effectiveness of the Partnership's internal controls and any special audit steps adopted in light of material control deficiencies; (ii) any analyses prepared by management or the independent registered public accounting firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the Partnership's financial statements, including analyses of the effects of alternative treatments of financial information within GAAP on the Partnership's financial statements; and (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Partnership's financial statements.
- c) Review and discuss the annual audited financial statements with management and the independent registered public accounting firm, including the Partnership's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" ..
- d) Discuss with management and the internal auditors management's process for assessing the effectiveness of internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act, including any material weaknesses or significant deficiencies identified.

- e) Review management's report on the assessment of the effectiveness of internal control over financial reporting as of the end of each fiscal year and the independent registered public accountants' report on the effectiveness of internal control over financial reporting.
- f) Discuss with the independent registered public accountants the characterization of deficiencies in internal control over financial reporting. The Committee shall also discuss with management its remediation plan to address internal control deficiencies. The Committee shall determine that the disclosures describing any identified material weaknesses and management's remediation plan are clear and complete.
- g) Discuss with management, the internal auditor, and the independent registered public accountants any (1) changes in internal control over financial reporting that have materially affected or are reasonably likely to materially affect the Partnership's internal control over financial reporting that are required to be disclosed and (2) any other changes in internal control over financial reporting that were considered for disclosure in the Partnership's periodic filings with the SEC.

2. *Separate Meetings with the Independent Registered Public Accounting Firm.* The Committee will:

- a) Review with the independent registered public accounting firm any problems or difficulties the independent registered public accounting firm may have encountered during the course of the audit work, including any restrictions on the scope of activities or access to required information or any significant disagreements with management and management's responses to such matters. Among the items that the Committee should consider reviewing with the independent registered public accounting firm are: (i) any accounting adjustments that were noted or proposed by the independent registered public accounting firm but were "passed" (as immaterial or otherwise); (ii) any communications between the audit team and the independent registered public accounting firm's national office respecting auditing or accounting issues presented by the engagement; and (iii) any "management" or "internal control" letter issued, or proposed to be issued, by the independent registered public accounting firm to the Partnership. The Committee will obtain from the independent registered public accounting firm assurances that Section 10A(b) of the Exchange Act has not been implicated. The review should also include discussion of the responsibilities, budget and staffing of the Partnership's internal audit function.
- b) Discuss with the independent registered public accounting firm the report that such firm is required to make to the Committee regarding: (i) all accounting policies and practices to be used that the independent registered public accounting firm identifies as critical; (ii) all alternative treatments of financial information within GAAP for policies and practices related to material items that have been discussed among management and the independent registered public accounting firm, including the ramifications of the use of such alternative disclosures and

treatments, and the treatment preferred by the independent registered public accounting firm; and (iii) all other material written communications between the independent registered public accounting firm and management, such as any management letter, management representation letter, reports on observations and recommendations on internal control over financial reporting, the independent registered public accounting firm's engagement letter, the independent registered public accounting firm's independence letter, schedule of unadjusted audit differences and a listing of adjustments and classifications not recorded, if any.

- c) Discuss with the independent registered public accounting firm the matters required to be discussed by Auditing Standard No. 16.
3. *Recommendation to Include Financial Statements in Annual Report.* The Committee will, based on the review and discussions in paragraphs 1(c) and 2(c) of this "Annual Financial Statements and Annual Audit" Section, and based on the disclosures received from the independent registered public accounting firm regarding its independence and discussions with representatives of the firm regarding such independence pursuant to subparagraph 3(b) of the "Interaction with the Independent Registered Public Accounting Firm" Section, determine whether to recommend to the Board that the audited financial statements be included in the Partnership's Annual Report on Form 10-K for the fiscal year subject to the audit.

Quarterly Financial Statements

1. *Meetings with Management and the Independent Registered Public Accounting Firm.* The Committee will review and discuss the quarterly financial statements with management and the independent registered public accounting firm, including the Partnership's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations".

Internal Audit

1. *Appointment and Removal.* Each year, the Committee shall review and advise in the appointment, replacement, reassignment or dismissal of the Internal Audit function, whether that function is fulfilled by a third party or a Partnership employee, who in either case shall have direct access to the Committee.
2. *Performance.* Each year, the Committee will review the activities and structure of the internal audit function.
3. *Separate Meetings with the Internal Auditor.* The Committee will periodically meet separately with the Partnership's internal auditor to discuss the responsibilities, budget and staffing of the Partnership's internal audit function and any issues that the internal auditor believes warrant the Committee's attention. In addition, the Committee will discuss with the internal auditor any significant reports to management prepared by the internal auditor and any responses from management.

Other Powers and Responsibilities

1. The Committee will review with management and the independent registered public accounting firm the Partnership's earnings press releases (paying particular attention to any use of "pro forma" or "adjusted" non-GAAP information), as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussions may be in general terms (*i.e.*, discussion of the types of information to be disclosed and the types of presentations to be made).
2. The Committee will discuss with management and the independent registered public accounting firm any correspondence from or with regulators or governmental agencies, any employee complaints or any published reports that raise material issues regarding the Partnership's financial statements, financial reporting process, accounting policies or internal audit function.
3. The Committee will meet separately with management on a periodic basis to discuss matters related to the Partnership's internal control over financial reporting and other matters related to the Partnership's internal audit function.
4. The Committee will review and discuss with management and the independent registered public accounting firm the management's report on internal control over financial reporting prior to filing the Partnership's Annual Report on Form 10-K.
5. The Committee will discuss with management the Partnership Group's guidelines and policies with respect to risk assessment and risk management, including the risk of fraud. In addition, the Committee will discuss with management the Partnership's significant financial risk exposures and the actions management has taken to monitor and control such exposures. The Committee shall also review with management the Partnership's overall anti-fraud programs and controls.
6. The Committee will set clear hiring policies for employees or former employees of the Partnership's independent registered public accounting firm.
7. The Committee shall review all related-party transactions required to be disclosed pursuant to SEC Regulation S-K, Item 404, and discuss with management the business rationale for the transactions and whether appropriate disclosures have been made.
8. The Committee will establish procedures for the receipt, retention and treatment of complaints received by the Partnership Group regarding accounting, internal accounting controls or auditing matters. The Committee will also establish procedures for the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
9. The Committee will review disclosures by the Partnership's Chief Executive Officer and Chief Financial Officer during their certification process for the Partnership's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein.

IV. Procedures

- A. **Meetings.** The Committee will meet at the call of its Chairman, two or more members of the Committee or the Chairman of the Board. The Committee will meet on at least a quarterly basis (prior to the filing of the Partnership's Quarterly Reports on Form 10-Q and Annual Report on Form 10-K with the SEC) and may meet more frequently as circumstances dictate. The Committee will report regularly to the Board.
- B. **Reports.** The Committee will maintain minutes of its meetings and make regular oral or written reports to the Board, directly or through its Chairman, of its actions and any recommendations to the Board. These reports will include a discussion of any issues that arise with respect to the quality or integrity of the Partnership's financial statements, the Partnership Group's compliance with legal or regulatory requirements, the performance and independence of the Partnership's independent registered public accounting firm, the performance of the Partnership's internal audit function or any other matter the Committee determines is necessary or advisable to report to the Board.
- C. **Review of Charter.** Each year, the Committee will review the need for changes in this Charter and recommend any proposed changes to the Board for approval.
- D. **Performance Review.** Each year, the Committee will review and evaluate its own performance and will submit itself to a review and evaluation by the Board.
- E. **Fees; Reimbursement of Expenses.** Each member of the Committee as well as the Chairman will be paid the fee set by the Board for his or her services as a member, or Chairman, as the case may be, of the Committee. Subject to the Partnership's Corporate Governance Guidelines and other policies, Committee members, including the Chairman, will be reimbursed by the Partnership for all reasonable expenses incurred in connection with their duties as Committee members or as Chairman.

V. Posting Requirement

The Partnership will make this Charter available on or through its website as required by applicable rules and regulations. In addition, the Partnership will disclose in its Annual Report on Form 10-K that a copy of this Charter is available on its website and provide the website address.

* * *

While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable federal or state law.