

## **Rhino GP LLC**

### **Accounting Complaints Policy**

**Effective as of September 30, 2010**

#### **I. Purpose**

It is the policy of Rhino GP LLC (the "General Partner"), and Rhino Resource Partners LP (the "Partnership", and together with its subsidiaries and the General Partner, the "Rhino Entities") to comply with all applicable legal and regulatory requirements relating to accounting, internal accounting controls and auditing matters and to require its employees, officers, directors and others acting on behalf of the Rhino Entities (each, a "Team Member" and collectively, the "Team Members") to do likewise. Each Team Member has the responsibility to assist the Rhino Entities in meeting these legal and regulatory requirements. The internal controls and operating procedures of the Rhino Entities are intended to prevent, deter and remedy any violation of the applicable laws and regulations that relate to accounting, internal accounting controls and auditing matters. Even the best systems of control, however, cannot provide absolute safeguards against such violations. The General Partner has a responsibility to investigate and report to appropriate governmental authorities, as required, any violations of applicable legal and regulatory requirements relating to accounting, internal accounting controls and auditing matters and the actions taken by the General Partner to remedy such violations.

This policy governs the process through which a Team Member, either directly or anonymously, can notify the audit committee (the "Audit Committee") of the Board of Directors (the "Board") of the General Partner of alleged accounting and auditing violations or concerns, including, without limitation:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Rhino Entities;
- fraud or deliberate error in the recording and maintaining of financial records of the Rhino Entities;
- deficiencies in or noncompliance with internal accounting controls;
- misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Rhino Entities; and,
- deviation from full and fair reporting of the financial condition of the Rhino Entities.

In addition, this policy establishes a mechanism for responding to, and keeping records of, such allegations.

#### **II. Reporting Alleged Accounting, Internal Accounting Controls and Auditing Violations or Concerns**

If a Team Member believes that any Rhino Entity or any other Team Member has, or might have, violated any accounting rules, internal accounting controls procedures or auditing rules, such Team Member must immediately report any such violation or concern to the General Partner's Corporate Governance Hotline or the Chief Financial Officer ("CFO") (such report, the "Statement"). In the event that such Team Member is the Company's CFO, he or she must immediately report such violation to the Company's Chief Executive Officer ("CEO") or Chairman of the Board of Directors ("Chairman") of the General Partner.

The General Partner shall establish and maintain procedures for confidential anonymous receipt, retention, and treatment of complaints received regarding accounting, internal accounting controls or auditing matters; and submission by employees of concerns regarding questionable accounting or auditing matters.

The General Partner shall provide the capability to document in writing and in sufficient detail to ensure a clear understanding by the recipients of the issues raised. Statements may be submitted anonymously.

Statements must be candid and set forth all of the information that a Team Member knows regarding the allegation or concern. In addition, Statements must contain sufficient corroborating information to support the commencement of an investigation. The General Partner is not required to commence an investigation if a Statement contains only unspecified wrongdoing or broad allegations without appropriate informational support.

### **III. Investigation of Alleged Accounting, Internal Accounting Controls and Auditing Violations or Concerns**

Upon receipt of a Statement, the CFO, CEO, or Chairman, as the case may be, will immediately notify the Audit Committee or its designee. The Audit Committee will determine whether such Statement should be investigated by the Company's internal audit department, led by the CFO, or by the Chairman or CEO. The CFO, CEO, or Chairman, as the case may be, will prepare and distribute a report to the Audit Committee for use in its next meeting stating the nature of any Statement that has been referred for investigation, whether or not any such Statement was determined to be material and the status of any investigation relating thereto.

The Audit Committee will ensure coordination of each investigation and will have overall responsibility for implementation of this policy. The Audit Committee will have the authority to retain such independent counsel and other advisors in any investigation, as it deems necessary or advisable to conduct the investigation in accordance with its charter.

### **IV. No Retaliation for Submitting Statements of Alleged Violations or Concerns**

The Rhino Entities' will not retaliate, and will not knowingly permit any Team Member to retaliate, against any Team Member who submits a Statement pursuant to this policy, even if after investigation the General Partner determines that no violation has occurred.

### **V. Corrective Action**

It is the responsibility of the Rhino Entities and each Team Member, with the oversight of the Audit Committee, to prevent or correct noncompliance of the legal and regulatory requirements relating to accounting, internal accounting controls and auditing matters. This is the legal obligation of the Rhino Entities. A violation can subject the Rhino Entities and Team Members to legal liability, regulatory investigation and adverse publicity, which can damage the reputation and business of the Rhino Entities.

### **VI. Retention of Statements by Employees**

All Statements submitted by Team Members will remain confidential to the extent practicable and legally possible. In addition, all written Statements, along with the results of any investigations relating thereto, will be retained by the General Partner according to the General Partner's record retention policy.

### **VII. Violation of this Policy**

All Team Members must follow the procedures outlined herein before any Team Member reports alleged violations or concerns to any news medium, government agency or similar body. Complaints by Team Members that do not follow this procedure will constitute a policy violation. Adhering to this policy is a condition of employment or other association with the Rhino Entities. The General Partner must have the opportunity to investigate and remedy any alleged violations or concerns reported by Team Members and

each Team Member must ensure that the General Partner has an opportunity to undertake such an investigation.