



Henderson
GLOBAL INVESTORS

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Fax Number	0207 012 2007
From	Ellie Almeida
Job Title	Secretary to Mr James Henderson
Department	Equities
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Letter of Intent from James Henderson faxed herewith.

If you did not receive all pages please telephone the direct line above.

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Henderson Global Investors Limited
Authorised and regulated by the Financial Services Authority
Registered office as above. Registered in England number 906355

ATTENTION:
JAMES STEEL
@ ARBUTHNOT
FAX 0207 012 2007

To: Western Coal Corp. (Western)
900-580 Hornby Street
Vancouver, BC V6C
Canada

June 2010

Energybuild Group plc (Energybuild)
Aberpergwm Colliery
Engine Cottage Site
Glynneath
Neath SA11 5TY

Dear Sirs

Letter of Intent

We refer to the attached draft of an announcement of a firm intention to make an offer pursuant to Rule 2.5 of the City Code on Takeovers and Mergers (the **City Code**) to be released on or around the date hereof (the **Announcement**) in connection with a recommended proposal for Western to acquire the shares in Energybuild which Western (or its wholly-owned subsidiaries) does not already hold by way of a scheme of arrangement under section 899 of the Companies Act 2006 (the **Scheme**) as further described in the Announcement or, if the Scheme lapses or is withdrawn or Western, subject to the consent of the Panel on Takeovers and Mergers (the **Panel**) and the Energybuild Independent Directors switches from the Scheme to an offer to acquire all of the issued ordinary shares of 10p each in Energybuild not already held by Western (or its wholly-owned subsidiaries), the Offer (as defined in paragraph 2 below) (together, the **Proposal**). Defined terms in the Announcement shall have the same meaning where used in this letter, unless otherwise defined herein.

- 1 Subject to paragraph 4 below, in connection with the Proposal, we, Henderson Global Investors Limited (hereafter **Henderson**) hereby confirm that it is our current intention to cast, or to procure that the registered holder casts, all votes as holder of such number of ordinary shares of 10p each in the capital of Energybuild the voting rights to which Henderson is, at the record time for the meetings described in paragraphs 1.1 and 1.2 below, able to control:

- 1.1 at the meeting to be convened by order of the High Court of Justice in England and Wales (the **Court Meeting**), including any adjournment thereof, to be held in connection with the approval of the Scheme; and

- 1.2 at the general meeting of Energybuild, including any adjournment thereof (the **General Meeting**) to be held in connection with the approval and implementation of the Scheme and the Proposal,

first, in favour of the resolution to approve the Scheme and any other resolutions required to implement the Scheme (including any such resolution(s) required to be passed at the General Meeting), second against any adjournment of the meetings referred to in paragraphs 1.1 and 1.2 above or any amendment to the resolution(s) set out in the notice of the General Meeting (unless such adjournment or amendment is proposed by the Chairman of the relevant meeting) and third to give any such other consents as may be required or necessary to approve and/or give effect to the terms of the Scheme (including completing, executing and returning forms of proxy in connection with the Court Meeting and the General Meeting prior to the latest time for delivery of such forms of proxy ahead of the Court Meeting and the General Meeting respectively).

- 2 In the event that Western, with the consent of the Panel and the Energybuild Independent Directors, switches from the Scheme to an offer to acquire all the issued ordinary shares of 10p each in Energybuild not already owned or agreed to be acquired by it (or its wholly-owned subsidiaries) pursuant to Section 8 of Appendix 7 of the City Code which is, in the opinion of Energybuild's financial adviser (but without hereby creating any duty of care owed by such financial adviser, except to Energybuild), no less favourable than the terms set out in the attached draft Announcement (the Offer), it is Henderson's intention prior to the first closing date of the Offer to complete, execute and deliver (or to procure that this be done) to Western's advisers, or as Western shall direct, a fully completed and duly executed form or forms of acceptance in respect of the Offer (in accordance with its terms) in respect of all of the ordinary shares of 10p each in the capital of Energybuild which Henderson is able to assent to the Offer (together, the Offer Shares) and to forward with such form or forms of acceptance the share certificate(s) or other documents of title in respect of such Offer Shares and any requisite evidence of authority to complete such form(s).
- 3 Henderson understands that, in accordance with the City Code, particulars of this letter of intent will be contained in the Announcement and in the document containing details of the Scheme (the Scheme Document) (or the formal document containing the Offer (the Offer Document)) and also that a copy of this letter of intent will be available for inspection until the effective date of the Scheme (or the closing date of the Offer, as applicable). Henderson will supply or publish all information as may be required of it by, and in accordance with, the City Code.
- 4 For the avoidance of doubt, (a) this letter does not relate to interests in shares of Energybuild of other members of the Henderson group (b) Henderson (subject to applicable law) reserves and retains at all times the right to deal with ordinary shares of 10p each in Energybuild in its absolute discretion or on the instructions of its clients or otherwise, and (c) this letter relates not to a specific number of shares in Energybuild but to such number of ordinary shares of 10p each in Energybuild the voting rights to which Henderson is, at the record time for the Court Meeting and General Meeting (or, if applicable, the time at which it accepts the Offer), able to control. Accordingly, by accepting this letter and choosing to publish any or all of its particulars in the Announcement and/or Scheme Document and/or Offer Document, you agree that any disposal of any or all such shares in which Henderson is interested

as at the date of this letter shall not constitute either a failure to comply with the terms of this letter or an intention to no longer comply with the terms of this letter.

- 5 For information only, as at close of business on 2 June 2010 Henderson was interested in 8,416,665 ordinary shares of 10p each in Energybuild.
- 6 The intentions set out in this letter extend to any increased offer by or on behalf of Western to acquire all of the issued ordinary shares of 10p each in Energybuild which is, in the opinion of Energybuild's financial adviser (but without hereby creating any duty of care owed by such financial adviser, except to Energybuild), no less favourable than the terms set out in the attached draft Announcement and all references to the "Proposal" in this letter shall be construed accordingly.
- 7 Henderson understands that the information you have given to Henderson in relation to the Proposal which is not already publicly available must be kept confidential until the Announcement is released or the information has otherwise become generally available. Before this time Henderson will not use any such information as a basis for behaviour in relation to any qualifying investments or relevant products (as defined in the Financial Services and Markets Act 2000 (the FSMA) and the Code of Market Conduct made pursuant to the FSMA) which would amount to market abuse for the purposes of s.118 of the FSMA. Henderson acknowledges that the fact that the Proposal is under consideration constitutes inside information for the purposes of the Criminal Justice Act 1993 and consent to being made an "insider" as defined in that Act in respect of that information.
- 8 The provisions of this letter (other than paragraph 7) are not and are not intended to be legally binding and shall have no legal effect.

Yours faithfully

James Henderson (Director of Value + Income)

for and on behalf of
Henderson Global Investors Limited

Agreed and acknowledged

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for and on behalf of
Western Coal Corp.

for and on behalf of
Energybuild Group plc

Date.....

Date.....