



30 March 2012

Market Release (via electronic lodgement)

Employee and Director Performance Rights

The Board has resolved to issue 11,200,000 performance rights to employees and contractors subject to conditions outlined in the attached Appendix 3B under the Exco Resources Ltd - Long Term Incentive Awards - 2012 plan.

The Board has also resolved, subject to shareholder approval, to issue a further 3,300,000 performance rights on equivalent terms to Directors as detailed below. The performance rights to be granted to Directors will vest 50% on 31 July 2013 and 50% on 31 January 2015 subject to the terms of the above plan and the satisfaction of performance milestones, including continued service, total shareholder return and Exco Group specific targets.

Director	Performance Rights	Expiry Date
Geoff Laing – Managing Director	1,800,000	31 July 2016
Alasdair Cooke – Executive Director	800,000	31 July 2016
Barry Sullivan – Non Executive Director	300,000	31 July 2016
Peter Reeve – Non Executive Director	200,000	31 July 2016
Tom Whiting – Non Executive Director	200,000	31 July 2016

The performance rights are being issued to:

- create commonality of purpose between Directors, employees and contractors (“**participants**”) and the Exco Group and thereby enable the participants to share in the rewards of the success of the Exco Group;
- add wealth to all shareholders by motivating the participants; and,
- attract quality participants to, and motivate and retain them in, the Exco Group.

The Board intends to seek shareholder approval of the grant of the performance rights to Directors at the Company's next general meeting.

For further information contact:

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Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Exco Resources Limited

ABN

99 080 339 671

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | | | | | | | | | | | | | |
|-----------------|--|---|-----------------|---|---------|--------------|---|-----------|-----------------|---|---------|-----------------|---|-----------|
| 1 | +Class of +securities issued or to be issued | Performance Rights granted under the Exco Resources Limited - Long Term Incentive Awards Plan – 2012 | | | | | | | | | | | | |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 11,200,000 | | | | | | | | | | | | |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | <p>Unlisted Performance Rights, each to acquire one fully paid ordinary share in the entity, with a nil exercise price, exercisable on or before 31 July 2016 subject to vesting or earlier lapse in accordance with the rules of the Exco Resources Limited - Long Term Incentive Awards Plan – 2012.</p> <p>In addition, the number of Performance Rights specified below is only exercisable and capable of vesting if certain performance hurdles are achieved in accordance with the rules of the plan by the following dates, respectively:</p> <table> <tr> <td>31 January 2013</td> <td>-</td> <td>460,000</td> </tr> <tr> <td>31 July 2013</td> <td>-</td> <td>4,450,000</td> </tr> <tr> <td>31 January 2014</td> <td>-</td> <td>690,000</td> </tr> <tr> <td>31 January 2015</td> <td>-</td> <td>5,600,000</td> </tr> </table> | 31 January 2013 | - | 460,000 | 31 July 2013 | - | 4,450,000 | 31 January 2014 | - | 690,000 | 31 January 2015 | - | 5,600,000 |
| 31 January 2013 | - | 460,000 | | | | | | | | | | | | |
| 31 July 2013 | - | 4,450,000 | | | | | | | | | | | | |
| 31 January 2014 | - | 690,000 | | | | | | | | | | | | |
| 31 January 2015 | - | 5,600,000 | | | | | | | | | | | | |

4	<p>Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none">• the date from which they do• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	<p>No – New class of security. Performance Rights are not quoted securities, and do not confer the right to participate in dividends or new issues of shares.</p> <p>If and when a Performance Right is exercised, the resulting fully paid ordinary share will rank equally with all then issued ordinary shares.</p>				
5	Issue price or consideration	Nil				
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	As part of employee incentive arrangements				
7	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	30 March 2012				
8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in clause 2 if applicable)	<table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>356,044,187</td><td>Ordinary Shares</td></tr></table>	Number	⁺ Class	356,044,187	Ordinary Shares
Number	⁺ Class					
356,044,187	Ordinary Shares					

+ See chapter 19 for defined terms.

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	11,200,000	Performance Rights
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company does not have a dividend Policy	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A

21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	N/A
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Despatch date	N/A

⁺ See chapter 19 for defined terms.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) ☐ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

N/A

39 Class of +securities for which quotation is sought

N/A

40	<p>Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	N/A	
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>	N/A	
42	Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in clause 38)	Number	⁺ Class
		N/A	N/A

⁺ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.


Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

..... Date: 30 March 2012.....
(Company secretary)

Print name: Eamon Byrne.....

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+ See chapter 19 for defined terms.