

6 November 2012



Norton Rose Australia  
ABN 32 720 868 049  
Level 18, Grosvenor Place  
225 George Street  
SYDNEY NSW 2000  
AUSTRALIA

By: e-Lodgement

The Manager  
Companies Announcement Office  
ASX Limited  
Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

Tel +61 2 9330 8000  
Fax +61 2 9330 8111  
GPO Box 3872, Sydney NSW 2001  
DX 368 Sydney  
nortonrose.com

Dear Sirs

Direct line  
+61 2 9330 8233  
Email  
shaun.clyne@nortonrose.com

**Takeover Bid by Washington H. Soul Pattinson and Company Limited for Exco Resources Limited – Notice of dispatch of Bidder's Statement – acceptance facility and interests of substantial holder**

We act for Washington H. Soul Pattinson and Company Limited ABN 49 000 002 728 (**WHSP**), in relation to its off-market takeover bid for all of the ordinary shares in Exco Resources Limited ABN 99 080 339 671 (**Exco**) that it does not already hold.

On behalf of WHSP in accordance with section 671B of the *Corporations Act 2001* (Cth), we attach a notice of change of interests of substantial holder in respect of WHSP (**Form 604**).

WHSP's replacement bidder's statement containing the Offer was provided to the Australian Securities Exchange (**ASX**) on 28 September 2012 (**Bidder's Statement**).

As set out in more detail in the Bidder's Statement, WHSP has established an acceptance facility in relation to its Offer, whereby Pacific Custodians Pty Ltd will act as the facility agent (**Facility Agent**) to hold acceptance instructions on behalf of certain shareholders who hold Exco shares either directly or beneficially.

The Offer acceptances reflected in substantial holder notices provided by WHSP to Exco (**Offer Acceptances**) do not include acceptances held by the Facility Agent under the acceptance facility (**Facility Acceptances**).

In addition to the information set out in the Form 604, the following table summarises the aggregate Facility Acceptances and Offer Acceptances as at close of business on 5 November 2012:

	Number of Exco shares	% of all Exco shares*
WHSP's relevant interest as at the date of Bidder's Statement	70,852,793	19.3%
Offer Acceptances	50,715,417	13.81%
Facility Acceptances	195,494,120	53.23%
Total	317,062,330	86.34%

\* rounded to the second decimal point

APAC-#16613766-v1

Norton Rose Australia is a law firm as defined in the Legal Profession Acts of the Australian states and territory in which it practises. Norton Rose Australia together with Norton Rose LLP and their affiliates constitute Norton Rose Group, an international legal practice with offices worldwide, details of which, with certain regulatory information, are at [www.nortonrose.com](http://www.nortonrose.com)

Facility Acceptances given to the Facility Agent do not constitute acceptance of the Offer.

Yours faithfully



Shaun Clyne  
Partner  
Norton Rose Australia

**Form 604**  
Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Exco Resources Limited

ACN/ARSN 080 339 671

### 1. Details of substantial holder (1)

Name Washington H. Soul Pattinson and Company Limited (WHSP)  
ACN/ARSN (if applicable) 000 002 728

There was a change in the interests of the  
substantial holder on 5/11/2012  
The previous notice was given to the company on 2/11/2012  
The previous notice was dated 2/11/2012

### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	113,236,510	30.83%	121,568,210	33.10%

### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Between 2 November 2012 and 5 November	WHSP	Acquisition of relevant interests in Exco shares pursuant to contracts	A\$0.19 cash per Exco share	7,020,000 ordinary shares	7,020,000

### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
WHSP	Persons who have accepted WHSP's takeover offer for all Exco Shares	WHSP	Relevant interest arises under section 608(1) as a result of acceptances of WHSP's Offer	50,715,417 ordinary shares	50,715,417
WHSP	WHSP	WHSP	Registered holder of securities	70,852,793 ordinary shares	70,852,793

## 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

## 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
WHSP	1 <sup>st</sup> Floor, 160 Pitt Street, Sydney NSW 2000

## Signature

print name Ian David Bloodworth

capacity Company Secretary

sign here



date 6/11/12

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.