

28 November 2012



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

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

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

By: e-Lodgement

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

Dear Sirs

Compulsory Acquisition of Shares in Exco Resources Limited

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 did not already hold (the **Offer**) the terms of which were set out in its replacement bidder's statement dated 28 September 2012. The Offer period closed at 7.00pm (Sydney time) on 26 November 2012.

At the end of the Offer period, WHSP had a relevant interest in 93.8% of all of the ordinary shares in Exco and is entitled to proceed to compulsory acquisition of all the outstanding shares in Exco that it does not hold. WHSP is also required under s 662A of the Corporations Act to offer to buy out remaining holders of Exco shares.

Accordingly, **attached** are:

- 1 an ASIC Form 6021 (Notice of compulsory acquisition following takeover bid) prepared under section 661B(1) of the Corporations Act and an accompanying cover letter to be sent to remaining Exco shareholders;
- 2 an ASIC Form 6022 (Notice of right to buy-out remaining holder of securities following a takeover bid) prepared under section 662B(1) of the Corporations Act.

These documents were lodged with ASIC today. The Form 6021 and accompanying cover letter will be sent to Exco shareholders who have not yet validly accepted the Offer.

After the compulsory acquisition process has been completed, WHSP will consult with the ASX to seek the removal of Exco from the official list.

For further information, please contact the WHSP Offer information line on: 1800 600 409 (for callers within Australia) or +61 2 8256 3378 (for callers outside Australia).

Yours faithfully


Shaun Clyne
Partner
Norton Rose Australia

APAC-#16868482-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



28 November 2012

Compulsory acquisition of your Exco Resources Limited shares

Dear Exco Shareholder

Washington H. Soul Pattinson & Company Limited ABN 49 000 002 728 (**WHSP**) made an unconditional takeover offer (**Offer**) to acquire all of your shares in Exco Resources Limited ABN 99 080 339 671 (**Exco**) for \$0.265 per share the terms of which were set out in a replacement bidder's statement dated 28 September 2012. The Offer closed on 26 November 2012.

WHSP now has a relevant interest in approximately 93.8% of Exco shares and has received sufficient acceptances of the Offer to entitle it to proceed to compulsory acquisition of all the outstanding shares in Exco that it does not hold.

The formal notice (Form 6021: Notice of compulsory acquisition following a takeover bid), which WHSP is required to give you under the Corporations Act, is attached to this letter (**Notice**).

If you have already validly accepted WHSP's Offer your payment has been or will be sent to you directly and you can disregard this letter.

However, if you have not validly accepted WHSP's Offer, your shares will be acquired under the compulsory acquisition procedures set out in the Notice. You do not need to sign or return the Notice.

If you have any questions or require assistance with your acceptance of WHSP's Offer, please call 1800 600 409 (from within Australia) or +61 2 8256 3378 (for callers from outside Australia).

Yours sincerely,

Robert Millner
Chairman
Washington H. Soul Pattinson & Company Limited

Notice of compulsory acquisition following takeover bid

If there is insufficient space in any section of the form, you may attach an annexure and submit as part of this lodgement

Lodgement details

Who should ASIC contact if there is a query about this form?

Name

Shaun Clyne

ASIC registered agent number (if applicable)

1636 (Sydney)

Company/entity name

Norton Rose Australia

ACN/ABN/ARBN/ARSN

Telephone number

(02) 9330 8000

Postal address

GPO Box 3872, Sydney, NSW 2001

Email address (optional)

Notice

Name and address of holder.

To:

Name

Mr Sam Sample

ACN (if applicable)

At the office of, C/- (if applicable)

Example Pty Limited

Office, unit, level

Flat 123

Street number and Street name

123 Sample Street

Suburb/City

Sample Suburb

State/Territory

Sample State

Postcode

1234

Country (if not Australia)

Name of target company or body

Securities of:

Name ('the Company')

Exco Resources Limited

ACN/ARBN/ARSN

ABN 99 080 339 671

Continued... Notice

	1.	Under an
Tick one box		<input checked="" type="checkbox"/> Off Market Bid
		<input type="checkbox"/> Market Bid
		offers were made by
Name of bidder.		<div>Washington H. Soul Pattinson & Company Limited</div>
		in respect of the acquisition of
Insert description of class of securities to which the bid related		<div>Ordinary shares</div>
		In the Company.
		The offers
Tick one box		<input checked="" type="checkbox"/> closed
		<input type="checkbox"/> are scheduled to close
		on
		Date
Insert date offers closed or are scheduled to close		<div><div>2</div><div>6</div><div>/</div><div>1</div><div>1</div><div>/</div><div>1</div><div>2</div><div>[D]</div><div>[D]</div><div>[M]</div><div>[M]</div><div>[Y]</div><div>[Y]</div></div>
	2.	You are, or are entitled to be, registered as the holder of securities in respect of which an offer was made, but have not accepted the takeover offer.
	3.	The bidder hereby gives you notice under subsection 661B(1) of the Corporations Act 2001 ("the Act") that the bidder has become entitled pursuant to subsection 661A(1)/661A(3) of the Act to compulsorily acquire your securities and desires to acquire those securities.
	4.	Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.
	5.	Under section 661E of the Act, you have the right, within one month after being given this notice or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, to apply to the Court for an order that the securities not be compulsorily acquired.
	6.	The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before
Tick one box		<input type="checkbox"/> this notice was given.
		<input checked="" type="checkbox"/> the end of the offer period.
	7.	Unless on application made by you under section 661E within one month after being given this notice (as referred to in paragraph 6 of the notice) or within 14 days after being given a statement under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, the Court otherwise orders, the bidder must comply with paragraph 7 of this notice.

Signature

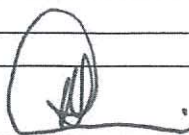
Name of person signing

Robert Millner

Capacity

Director

Signature



Date signed

2	8	/	1	1	/	1	2
[D	D]		[M	M]		[Y	Y]

Lodgement

Send completed and signed forms to:
Australian Securities and Investments Commission,
PO Box 9827 in your capital city.

Or lodge the form in person at an ASIC Service Centre
(see www.asic.gov.au/servicecentres)

For more information

Web www.asic.gov.au

Need help? www.asic.gov.au/question

Telephone 1300 300 630

Guide:

Notice of compulsory acquisition following takeover bid

This guide does not form part of the form. It is included by ASIC to assist you in completing and lodging the Form 6021.

Signature

This form must be signed by:

- (a) where the bidder is or includes a natural person or natural persons, by the person or by each of the persons;
- or
- (b) where the bidder is or includes a corporation or corporations, by a director or secretary of the corporation or each of the corporations.

Lodgement period

Nil.

Lodgement fee

Nil.

Other forms to be completed

Nil

Additional information

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.
- (b) This notice must be given to each person who:
 - (i) holds bid class securities on the day on which the notice is lodged with ASIC; or
 - (ii) if the bidder elects under paragraph 661A(4)(c) to acquire securities that come to be in the bid class after the notice is given - a holder of the convertible securities.
- (c) If the target is listed, a copy of this notice must be given to each relevant securities exchange on the same day as it is lodged with ASIC.
- (d) The bidder must dispatch the notices:
 - (i) during, or within one month after the end of, the offer period or court approval; and
 - (ii) on the day the bidder lodged the notice with ASIC or on the next business day.

How to provide additional information

Annexures

If there is insufficient space in any section of the form, you may submit annexures as part of this lodgement.

To make any annexure conform to the regulations, you must

1. use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
2. show the company name and ACN
3. number the pages consecutively
4. print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
5. mark the annexure with an identifying letter or symbol eg a,b,c or 1,2,3 etc.
6. endorse the annexure with the words:
This annexure (mark) of (number) pages referred to in form (form number and title)
7. sign and date the annexure.

The annexure must be signed by the same person(s) who signed the form.

Lodgement

Send completed and signed forms to:
Australian Securities and Investments Commission,
PO Box 9827 in your capital city.

Or lodge the form in person at an ASIC Service Centre
(see www.asic.gov.au/servicecentres)

For more information

Web www.asic.gov.au
Need help? www.asic.gov.au/question
Telephone 1300 300 630

Notice of right of buy out to remaining holder of securities following a takeover bid

If there is insufficient space in any section of the form, you may attach an annexure and submit as part of this lodgement

Lodgement details

Who should ASIC contact if there is a query about this form?

Name

Shaun Clyne

ASIC registered agent number (if applicable)

1636 (Sydney)

Company/entity name

Norton Rose Australia

ACN/ABN/ARBN/ARSN

Telephone number

(02) 9330 8000

Postal address

GPO Box 3872, Sydney, NSW 2001

Email address (optional)

Notice

Name and address of the
remaining holder.

To:

Name

The remaining shareholders of Exco Resources Limited

ACN (if applicable)

At the office of, C/- (if applicable)

Office, unit, level

Street number and Street name

Suburb/City

State/Territory

Postcode

Country (if not Australia)

Name of target company

Securities of:

Name ('the Company')

Exco Resources Limited

ACN/ARBN/ARSN

ABN 99 080 339 671

Continued... Notice

Tick one box

1. Under an

☒ Off Market Bid

☐ Market Bid

offers were made by

Name of bidder.

Washington H. Soul Pattinson and Company Limited

in respect of the acquisition of

Insert description of class of securities to which the bid related

Ordinary shares

in the Company.

2. You are, or are entitled to be, registered as the holder of securities in respect of which an offer was made, but have not accepted the takeover offer.

3. The bidder hereby gives you notice under subsection 662B(1) of the Corporations Act 2001 that the bidder and their associates have relevant interests in at least 90% (by number) of the securities in the bid class.

4. You, (or anyone who acquires the securities after the day on which this notice is given) as the holder of remaining securities in the bid class, have the right under section 662C within one month after this notice is given to give the bidder a written notice requiring the bidder to acquire your securities in the bid class.

5. Unless otherwise agreed, the terms on which the securities will be acquired by the bidder will be the same as the terms which applied to the acquisition of securities under the bid immediately before the end of the offer period.

Signature

Name of person signing

PETER RAYMOND ROBINSON.

Capacity

DIRECTOR.

Signature

Peter Robinson

Date signed

2 8 / 1 1 / 1 2

[D] [D] [M] [M] [Y] [Y]

Lodgement

Send completed and signed forms to:
Australian Securities and Investments Commission,
PO Box 9827 in your capital city.

Or lodge the form in person at an ASIC Service Centre
(see www.asic.gov.au/servicecentres)

For more information

Web www.asic.gov.au

Need help? www.asic.gov.au/question

Telephone 1300 300 630