



23 August 2012

Market Release (*via electronic lodgement*)

Response to W&H Soul Pattison Ltd Off-Market Offer

Take No Action

Exco Resources Limited (**ASX:EXS**, "**Exco**" or "**Company**") refers to the proposed off-market cash offer by Washington H. Soul Pattinson & Company Limited's (**ASX: SOL**) announced by SOL today ("**SOL Offer**"). Under the SOL Offer, SOL proposes to acquire all the shares in the Company that it does not already own, for \$0.19 per Exco share ("**SOL Offer**").

Exco notes the SOL Offer. Exco's Board is considering the SOL Offer and, pending receipt of further information, the Board will comment as soon as it has completed its assessment.

Exco's Board advises shareholders to TAKE NO ACTION in relation to the SOL Offer until your Board has had an opportunity to consider the SOL Offer and inform you in relation to it.

On behalf of Exco Resources Ltd

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