

## 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 IVANHOE AUSTRALIA LIMITED

ACN/ARSN (if applicable) 107 689 878

There was a change in the interests of the substantial holder on 17/08/2010

The previous notice was given to the company on 09/05/2008

The previous notice was dated 09/05/2008

#### 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	47,520,000	19.63%	79,288,632	22.98%

#### 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
17/08/2010	Ivanhoe Mines Group	Shares purchased on-market	\$5,866,569	13,486,365 ordinary shares	13,486,365

#### 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
Ivanhoe Mines Group	Ivanhoe Australia Limited	Ivanhoe Australia Limited	Holder and power to dispose under CA s608 (1)	79,288,632 ordinary shares	79,288,632

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### 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

### 6. Addresses

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

Name	Address
Ivanhoe Mines Group	See Annexure A

### Signature

print name

DARREN MILLMAN

capacity

COMPANY SECRETARY

sign here



date

17 / 8 / 2010

### 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 of 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".

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**ANNEXURE A**  
**EXCO RESOURCES LIMITED**  
**ACN 080 339 671**

This Annexure A of one (1) page referred to in Form 604 (*Notice of change of interests of substantial holder*) being details of the members of the Ivanhoe Mines Group having relevant interest or voting power in shares of Exco Resources Limited under s608 of the Corporations Act 2001.

<b>Name</b>	<b>Address</b>	<b>Nature of relevant interest/voting power</b>
Ivanhoe Cloncurry Mines Pty Ltd	Level 9, 479 St Kilda Road, Melbourne VIC 3004	Associate (subsidiary) of Ivanhoe Australia Limited
Ivanhoe Australia Limited	Level 9, 479 St Kilda Road, Melbourne VIC 3004	Holder of shares in Exco Resources Limited and Ivanhoe Cloncurry Mines Pty Ltd
IAL Holdings Singapore Pte Limited	36 Robinson Road #17-07, City House SINGAPORE 068877	Holder of shares in, and controller of, Ivanhoe Australia Limited
Orian Holding Corp.	9 Columbus Centre, road Town, Tortola BVI	Holder of shares in, and controller of, IAL Holdings Singapore Pte Limited
Ivanhoe Mines Ltd.	World Trade Centre, 654-999 Canada Place Vancouver, BC V6C3E1 CANADA	Canadian listed company controlling Orian Holding Corp.

  
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**Signed by**  
**Darren Millman**  
**Company Secretary,**  
**Ivanhoe Australia Limited**

**Date: 17 August 2010**