

INCO LTD  
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Filed by Teck Cominco Limited

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Subject Company: Inco Limited

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**EXTERNAL NEWS RELEASE**

06-40-TC

**For Immediate Release:** August 15, 2006

**TECK COMINCO ANNOUNCES EQUITY OFFERING**

**CONDITIONAL ON ACQUISITION OF INCO-**

Vancouver, August 15, 2006 Teck Cominco Limited (TSX TCK.A; TCK.B; NYSE TCK) today announced that it has retained a syndicate of underwriters led by BMO Capital Markets, Merrill Lynch Canada Inc., TD Securities Inc. and CIBC World Markets Inc. to conduct overnight marketing for an offering of not less than C\$5.725 billion in Teck Cominco Class B subordinate voting shares. Closing of the offering will be conditional on Teck Cominco acquiring not less than 66<sup>2</sup>/<sub>3</sub>% of the shares of Inco Limited (TSX, NYSE N) (calculated on a fully diluted basis), pursuant to an amended offer for Inco.

Upon successful marketing of the equity offering, Teck Cominco intends to amend its cash and share offer to acquire all of the outstanding shares of Inco to provide for consideration with an aggregate value of C\$89.00 per Inco share. Inco shareholders will be able to elect to receive either cash or Teck Cominco Class B subordinate voting shares and C\$0.05, in each case subject to proration. At full proration, the amended offer for Inco is expected to consist of not less than \$71.20 per share, or 80% of total consideration, in cash and not more than 20% in Teck Cominco Class B subordinate voting shares. The actual proportions of cash and shares at full proration will depend on the net proceeds of the equity offering. The amended offer will be Teck Cominco's best and final offer for Inco, is expected to expire on or about August 30, 2006,

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and will not be further extended unless at least 662/3% of Inco shares, (calculated on a fully diluted basis) are tendered on or prior to that date.

The results of the equity offering are expected to be announced on Wednesday August 16.

Teck Cominco has filed a preliminary prospectus in Canada and a registration statement in the United States under the Canadian-U.S. multi-jurisdictional disclosure system in respect of the equity offering. A registration statement relating to these securities has been filed with the U.S. Securities and Exchange Commission but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration becomes effective. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any State in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such State.

This press release is not, and should not be construed as, an offer to sell or a solicitation of an offer to buy securities in any jurisdiction.

#### **About Teck Cominco**

Teck Cominco is a diversified mining company, headquartered in Vancouver, Canada. Shares are listed on the Toronto Stock Exchange under the symbols TCK.A and TCK.B. and on the New York Stock Exchange under the symbol TCK. The company is a world leader in the production of zinc and metallurgical coal and is also a significant producer of copper, gold and specialty metals. Further information can be found at [www.teckcominco.com](http://www.teckcominco.com).

#### **Important Notice**

This press release may be deemed to be solicitation material in respect of Teck Cominco's tender offer for the shares of Inco. On May 23, 2006, Teck Cominco has filed the following

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documents with the Securities and Exchange Commission ( SEC ) in connection with its offer to purchase all of the outstanding common shares of Inco: (1) a Registration Statement on Form F-10 (containing an offer to purchase and a share take-over bid circular) and (2) a tender offer statement on Schedule T-O.

**Investors and shareholders are urged to read the Registration Statement, the Schedule T-O and any other relevant documents filed or that will be filed with the SEC when they become available because they will contain important information about the tender offer.**

These documents will be available without charge on the SEC's web site at [www.sec.gov](http://www.sec.gov) and may be obtained without charge from the SEC at telephone number 800-SEC-0330. Free copies of these documents can also be obtained by directing a request to Teck Cominco, 600-200 Burrard St. Vancouver, British Columbia Canada, V6C 3L9, attention Corporate Secretary, by telephone to (604) 687-1117, or by email to: [info@teckcominco.com](mailto:info@teckcominco.com).

#### **Forward-Looking Statements**

This press release contains certain forward-looking statements within the meaning of the *United States Private Securities Litigation Reform Act of 1995* and forward-looking information as defined in the *Securities Act (Ontario)*. Forward-looking statements and information can be identified by the use of words such as plans , expects or does not expect , is expected , budget , scheduled , estimates , forecasts , intends or does not anticipate , or believes , or variation of such words and phrases or state that certain actions, events or results may , could , should , would , might or will be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Teck Cominco or Inco to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. These forward-looking statements include estimates, forecasts, and statements as to management's expectations concerning the company, including after its proposed acquisition of Inco, with respect to, among other things, the size and quality of the company's development projects, mineral reserves and mineral resources, future trends, plans, strategies, objectives and expectations, including with respect to future operations, products, services and projects for the company, expected synergies and

cost savings from the proposed acquisition of Inco, including the timing thereof, and the financial results, cash flows and operations of the company, including following the company's proposed acquisition of Inco. These forward-looking statements involve numerous assumptions, risks and uncertainties and actual results may vary materially.

These statements are based on a number of assumptions, including, among others, assumptions regarding general business and economic conditions, interest rates, the supply and demand for, deliveries of, and the level and volatility of prices of nickel, cobalt, platinum group metals, zinc, copper, coal and gold and other primary metals and minerals as well as oil, natural gas and petroleum products produced by Teck Cominco and Inco, the timing of the receipt of regulatory and governmental approvals for Teck Cominco's and Inco's development projects and other operations, the availability of financing for Teck Cominco's and Inco's development projects on reasonable terms, Teck Cominco's and Inco's respective costs of production and their respective production and productivity levels, as well as those of their competitors, power prices, market competition, the accuracy of Teck Cominco's and Inco's reserve estimates (including, with respect to size, grade and recoverability) and the geological, operational and price assumptions on which these are based, future commodity prices, production of commodities by the company, Inco and their respective competitors, the realization of synergies, transaction costs, and the future financial performance of the company and Inco. The foregoing list of assumptions is not exhaustive. Events or circumstances could cause actual results to differ materially.

Factors that may cause actual results to vary include, but are not limited to: the Teck Cominco Class B subordinate voting shares issued pursuant to the proposed equity offering and in connection with the proposed acquisition may have a market value lower than expected, the businesses of Teck Cominco and Inco may not be integrated successfully or such integration may be more difficult, time-consuming or costly than expected, the expected combination benefits and synergies and cost savings from the Teck Cominco/Inco transaction may not be fully realized or not realized within the expected time frame, the possible delay in the completion of the steps required to be taken for the eventual combination of the two companies, business and economic conditions in the principal markets for the companies' products, the supply, demand, and prices for metals to be produced, changes in commodity and power prices, changes in interest and currency exchange rates, inaccurate geological and metallurgical assumptions (including with respect to the size, grade and recoverability of

mineral reserves and resources), unanticipated operational difficulties (including failure of plant, equipment or processes to operate in accordance with specifications or expectations, cost escalation, unavailability of materials and equipment, government action or delays in the receipt of government approvals, industrial disturbances or other job action, and unanticipated events related to health, safety and environmental matters), political risk, social unrest, changes in general economic conditions or conditions in the financial markets and other risk factors related to the mining and metals industry as detailed from time to time in Teck Cominco's and Inco's reports filed with the US Securities and Exchange Commission (SEC).

Certain of these risks are described in more detail in the annual information form of the company and in its public filings with the SEC. The company does not assume the obligation to revise or update these forward-looking statements after the date of this document or to revise them to reflect the occurrence of future unanticipated events, except as may be required under applicable securities laws.

A copy of a written prospectus meeting the requirements of Section 10 of the US Securities Act of 1933 can be obtained from:

BMO Capital Markets (Canada)

1 First Canadian Place

Toronto, Ontario

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(416) 363-6996, Ext 224

BMO Capital Markets (US)

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New York, New York, 10080

(212) 449-4600



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31 West 52nd Street

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CIBC World Markets Inc (Canada)

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