

EXCO TECHNOLOGIES LIMITED

GOVERNANCE & NOMINATING COMMITTEE CHARTER

(with effect November 30, 2012)

WHEREAS the by-laws of the Corporation permit the Board of Directors (“Board”) to appoint a governance and nominating committee (“Committee”), with such designations as the Board shall determine and delegate to such Committee any of the powers of the Board except those powers of the Board which pertain to matters which may not be delegated pursuant to the Ontario Business Corporation Act.

A. PROCEDURAL MATTERS

1. The Committee shall be comprised of a majority of independent Directors.
2. The Committee shall consist of not fewer than three and not more than five Directors and a majority of Committee members shall constitute a quorum.
3. The Board shall choose a Committee member to act as Chair and shall appoint as its secretary the Secretary of the Corporation.
4. Members of the Committee shall be appointed by the Board and shall serve at the pleasure of the Board.
5. Members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may determine from time-to-time.

B. FUNCTIONS

The Committee shall:

- a. Review and report to the Board from time to time on the size, composition and profile of the Board (age, geographical representation, disciplines, independent vs. management, etc.)
- b. Review the qualifications of persons proposed for appointment or election to the Board and submit recommendations to the Board for Board consideration and decision.
- c. Advise and ensure all persons proposed for appointment or election to the Board are aware and agree that any nominee in an uncontested election who receives, from the common shares voted at a meeting in person or by proxy, a greater number of shares withheld than shares voted in favor of his or her

election will be required to promptly tender his or her resignation to the Chairman of the Board, to take effect on acceptance by the Board.

- d. Review annually the status and contribution of members of the Board as well as the performance of the Board.
- e. Review from time to time the retirement age of the Directors and propose amendments to the Board guidelines with respect thereto as appropriate.
- f. In conjunction with the Chairman of the Board, recommend to the Board the membership and Chairs of the Committee of the Board.
- g. Review annually the Board/management relationship.
- h. Generally advise the Board on all other matters of corporate governance.
- i. Advise the Board on the disclosure to be contained in the Corporation's public disclosure documents, such as the Corporation's annual management proxy circular on matters of corporate governance as required by the Toronto Stock Exchange or any other applicable exchange or regulator.
- j. Evaluate and if appropriate, approve any requested engagement by individual Directors of outside advisors at the Corporation's expense.
- k. Approve an appropriate orientation and education program for new members of the Board and review from time to time the value and benefit of such program.
- l. Review periodically corporate preparedness for change of control transactions such as take-over bids or other forms of significant reorganization transactions.

C. RESOURCES, MEETINGS AND REPORTS

1. The Committee shall have adequate resources to discharge its responsibilities.
2. The Committee shall meet not less than once per year.
3. The meetings of the Committee shall ordinarily include the Chief Executive Officer (provided that the Committee may meet in private at any time it chooses) and the Chairman of the Board shall be an *ex officio* member of the Committee if not otherwise appointed as a member of such Committee. The Committee may request the attendance of other officers at its meetings from time to time.

4. The Board shall be kept informed of the Committee's activities by a report presented at the Board meeting following each Committee meeting.
5. The Committee shall keep minutes of its meetings in which shall be recorded all actions taken by the Committee which minutes shall be made available to the Board.
6. The members of the Committee shall have the right, for the purposes of discharging the powers and responsibilities of the Committee, to inspect any relevant records of the Corporation and its subsidiaries.