

EXCO TECHNOLOGIES LIMITED

July 2013

Role of the Chairman of the Board

The Chairman of the Board of Directors (the “Board”) of Exco Technologies Limited manages the business of the Board and ensures that the Board and its committees are effectively carrying out the functions identified. In addition to ensuring the operation of the Board, the Chairman performs the following functions:

1. in consultation with the President, Chief Executive Officer (“CEO), Chief Operating Officer (“COO”) & Chief Financial Officer (“CFO”) prepares the agenda for each meeting of the Board;
2. ensures that all directors receive the information required for the proper performance of their duties
3. ensures that the appropriate committee structure is in place and makes initial recommendations for appointment to such committees;
4. in consultation with the Chair of the Human Resource and Governance Committee, ensures that an appropriate system is in place to evaluate the performance of the Board as a whole, the Board’s committees and individual directors, which may include the use of director questionnaires and interviews of each director on his or her performance, and makes recommendations for changes when appropriate; and
5. works with the President and CEO and senior management to monitor progress on strategic planning, policy implementation and succession planning.

Role of the President and Chief Executive Officer

The President and CEO of Exco Technologies Limited (the “Company”) provides leadership of the Company and, subject to approved policies and direction by the Board of Directors (the “Board”), manages the business and affairs of the Company and oversees the execution of its strategic plan. In addition, to managing the business and affairs of the Company, the CEO performs the following functions:

1. presents to the Board for approval a strategic plan for the Company including the strategies to achieve that plan, the risks and alternatives to these strategies and specific

steps and performance indicators, which will enable the Board to evaluate progress on implementing such strategies;

2. proposes to the Board for approval annual capital and operating plans to implement the Company's strategies together with key financial and other performance goals for the Company's activities and reports regularly to the Board on the progress against these goals;
3. acts as primary spokesperson for the Company and all its stakeholders;
4. assesses the senior management of the Company and provides for the orderly succession of senior management including the recruitment, training and development required;
5. recommends to the Board the appointment or termination of any officer of the Company other than the Chair;
6. together with the Company's CFO, establishes and maintains disclosure controls and procedures, and internal controls and procedures for financial reporting appropriate to ensure the accuracy and integrity of the Company's financial reporting and public disclosures; and
7. ensures that the Company is in full compliance with applicable laws and regulations and with its own policies.