

<p style="text-align: center;">EXCO TECHNOLOGIES LIMITED MANAGEMENT INFORMATION CIRCULAR</p>
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SOLICITATION OF PROXIES

This information circular is furnished in connection with the solicitation by the management of Exco Technologies Limited (the "Corporation") of proxies to be used at the annual meeting of shareholders of the Corporation to be held on Wednesday, January 29, 2003, at 4:30 p.m., and at all adjournments thereof, for the purposes set forth in the accompanying notice of meeting. It is expected that the solicitation will be made primarily by mail but proxies may also be solicited personally or by telephone by regular employees of the Corporation. The cost of solicitation will be borne by the Corporation.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying form of proxy are directors of the Corporation. A shareholder has the right to appoint a person to represent such shareholder at the meeting other than the persons designated in the accompanying form of proxy. Such right may be exercised by inserting in the space provided the name of the other person the shareholder wishes to appoint. Such other person need not be a shareholder of the Corporation.

To be valid, proxies must be deposited with The CIBC Mellon Trust Company, Proxy Department, 200 Queens Quay East, Unit 6, Toronto, Ontario, M5A 4K9, not later than the close of business (Toronto time) on January 28, 2003.

A shareholder who has given a proxy has the power to revoke it as to any matter on which a vote shall not already have been cast pursuant to the authority conferred by such proxy and may do so (1) by completing and signing a proxy bearing a later date and depositing it as aforesaid; (2) by depositing an instrument in writing executed by such shareholder or by such shareholder's attorney authorized in writing (i) at the registered office of the Corporation at any time up to and including the last business day preceding the day of the meeting, or any adjournment thereof, at which the proxy is to be used, or (ii) with the chairman of such meeting on the day of the meeting or any adjournment thereof; or (3) in any other manner permitted by law.

VOTING OF PROXIES

The shares represented by the accompanying form of proxy will be voted or withheld from voting in accordance with the specifications of the shareholder on any ballot that may be called for and, if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly. If no specification has been made with respect to any such matter, such shares will be voted by the management representatives in the election of directors and in the appointment of auditors and the determination of their remuneration.

The accompanying form of proxy confers discretionary authority upon the management representatives named therein with respect to amendments or variations to matters identified in the notice of meeting and other matters which may properly come before the meeting. At the date of this information circular, the management of the Corporation knows of no such amendments, variations or other matters. If matters which are not known at the date hereof should properly come before the meeting, the form of proxy will be voted on such matters in accordance with the best judgment of the person voting it.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

As of the date hereof, the Corporation has outstanding 19,804,059 common shares. Each common share ("Common Share") entitles the holder of record, as of the close of business on December 12, 2002, the record date established for notice of the meeting, to one vote on all matters to come before the meeting, or any adjournment thereof, except to the extent that a person has transferred any such shares after that date and the transferee of such shares (i) establishes that he owns such shares and (ii) makes a written demand to be added to the shareholders' list, both at least 10 days before the date of the meeting, to the Secretary of the Corporation at the Corporation's registered office, in which case the transferee will be entitled to vote such shares.

Corporations owned or controlled by Brian A. Robbins and/or trusts of which the beneficiaries are Brian A. Robbins, his wife and children beneficially own 4,250,273 Common Shares. Brian A. Robbins also beneficially owns an additional 245,127 Common Shares which together with the Common Shares referred to in the immediately preceding sentence represent approximately 21.5% of the issued and outstanding Common Shares. In addition, the Corporation has been advised that Van Berkomp and Associates Inc., a registered investment counsel and portfolio manager, holds, as manager in one or more of its pension fund and mutual fund clients' accounts, 2,219,200 Common Shares, representing approximately 11.2% of all the issued and outstanding Common Shares. To the knowledge of the directors or officers of the Corporation, no other person beneficially owns, or exercises control or direction over more than 10% of the issued and outstanding Common Shares.

ELECTION OF DIRECTORS

The articles of the Corporation provide for a minimum of 3 and a maximum of 15 directors. By resolution of the shareholders of the Corporation dated July 22, 1998, the number of directors was set at 6 and the Board of Directors was empowered to determine the number of directors from time to time. The number of directors to be elected at this meeting is 6.

The persons named in the enclosed form of proxy intend to vote for the election of the nominees whose names are set forth below. Management does not contemplate that any of the nominees will be unable to serve as a director but, if that should occur for any reason prior to the meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee at their discretion. Each director elected will hold office until the next annual meeting or until his successor is elected or appointed, unless his office is earlier vacated.

The following summary sets forth the names of all persons proposed to be nominated for election as directors, all other major positions and offices with the Corporation now held by them, their principal occupations, their periods of service as directors of the Corporation or its predecessor Corporation, Extrusion Machine Co. Limited, where applicable, and the number of Common Shares of the Corporation beneficially owned, directly or indirectly, or over which control or direction is exercised by each of them, as of November 21, 2002.

<u>Name of Nominee</u>	<u>Age</u>	<u>Director Since</u>	<u>Principal Occupation</u>	<u>Other Positions And Offices Presently Held With Corporation</u>	<u>Common Shares Owned or Controlled</u>
Helmut Hofmann (2)	71	January 1991	Chairman, Heroux-Devtek Inc. (manufacturing)	Chairman	65,000
Geoffrey F. Hyland (1)	57	January 2001	President and Chief Executive Officer, ShawCor Ltd. (energy services)		58,200
Richard D. McGraw (2)	59	January 1992	Chairman, Vitran Corporation Inc. (transportation)		67,000
Brian A. Robbins (2)	55	January 1972	President and Chief Executive Officer		4,495,400 (*)
Brian J. Steck (1)	55	January 2001	President, St. Andrews Financial Corporation (investments)		5,000
Ralph J. Zarboni (1)	58	January 1999	President, Rossiter Ventures Corporation (investments)	20,000	

(1) Member of the Audit Committee

(2) Member of the Compensation Committee

(*) 4,250,273 of these shares are held by corporations owned by or on behalf of Brian A. Robbins and his family. See section headed "Voting Shares and Principal Holders Thereof".

APPOINTMENT OF AUDITORS

The persons named in the enclosed form of proxy intend to vote for the reappointment of Ernst & Young LLP, Chartered Accountants, Toronto, Ontario as auditors of the Corporation to hold office until the next annual meeting of shareholders at a remuneration to be determined by the directors of the Corporation. Ernst & Young were first appointed auditors of the Corporation on January 22, 1992.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table provides a summary of compensation earned during each of the last three fiscal years by the Chief Executive Officer and the four most highly compensated executive officers who served as executive officers of the Company at the end of the fiscal year ended September 30, 2002 (the "Named Executive Officers").

Name and Principal Position	Year	Salary	Bonus	Other Annual Compensation (1)	Long-Term Compensation Awards	All Other Compensation
					Securities Under Options Granted	
Brian A. Robbins President and Chief Executive Officer	2002	\$348,128	\$736,276	Nil	Nil	Nil
	2001	348,128	297,234	Nil	27,417	Nil
	2000	348,128	270,962	Nil	22,000	Nil
Jan M. Tesar President, Casting Technologies Division	2002	\$268,300	\$471,769	Nil	25,773	Nil
	2001	268,300	409,375	Nil	39,931	Nil
	2000	268,300	420,304	Nil	33,000	Nil
Bonnie M. Cartwright Vice-President, Business Development (2)	2002	\$160,000	\$76,500	Nil	14,000	Nil
	2001	148,750	80,000	Nil	10,000	Nil
Gabriel Piccinin President, Exco Extrusion Dies Division	2002	\$245,100	\$171,392	Nil	6,953	Nil
	2001	245,100	197,173	Nil	16,667	Nil
	2000	245,100	207,264	Nil	13,356	Nil
Scott E. Bond Vice-President Finance and Chief Financial Officer	2002	\$215,000	\$107,500	Nil	Nil	Nil
	2001	206,250	94,063	Nil	Nil	Nil
	2000	180,000	135,481	Nil	11,000	Nil

(1) The value of annual perquisites and benefits for each of the Named Executive Officers did not exceed the lesser of \$50,000 and 10% of the total annual salary and bonus, and is not reported herein.

(2) Mrs. Cartwright was appointed during 2001.

**Option Grants During the Most Recently Completed Financial Year
or Issued in Lieu of Annual Bonuses in Respect of That Year**

Option Grants During the 2002 Financial Year					
Name	Securities Under Options Granted	% of Total Options Granted to Employees in Financial Year	Exercise or Base Price (\$/Security)	Market Value of Securities Underlying Options on the Date of Grant (\$/Security)	Expiration Date
Jan M. Tesar	25,773	14.0%	\$11.64	\$11.64	Oct. 21, 2012
Gabriel Piccinin	6,953	3.8%	\$11.64	\$11.64	Oct. 21, 2012
Bonnie M. Cartwright	10,000	7.6%	\$7.70	\$7.70	July 31, 2007
	4,000		\$11.75	\$11.75	Nov. 21, 2012

**Aggregated Option Exercises During the Most Recently Completed
Financial Year and Financial Year-end Option Values**

The following table summarizes for each of the Named Executive Officers, the number of stock options exercised during the financial year ended September 30, 2002, the aggregate value realized upon the exercise and the total number and value of unexercised options held at September 30, 2002.

Name	Shares Acquired On Exercise	Aggregate Value Realized (1)	Unexercised Options at FY-End (#) Exercisable/Unexercisable	Value of Unexercised in-the-Money Options at FY-End (2) (\$) Exercisable/Unexercisable
Brian A. Robbins	0	0	158,949 / 77,417	831,549 / 327,583
Jan M. Tesar	0	0	310,843 / 159,932	1,569,888 / 546,610
Bonnie M. Cartwright	15,000	\$18,750	2,000 / 22,000	11,000 / 83,500
Gabriel Piccinin	0	0	32,908 / 44,205	152,441 / 166,451
Scott E. Bond	0	0	128,948 / 33,067	623,549 / 117,684

- (1) Aggregate value realized is the difference between the market value, based on the closing price of the common shares on The Toronto Stock Exchange on the exercise date and, respectively, the exercise or base price of the option.
- (2) Aggregate value of unexercised in-the-money options at financial year-end is the difference between the market value of the underlying common shares at financial yearend, based on the closing price of the common shares on the Toronto Stock Exchange, and, respectively, the exercise or base price of the option.

Composition of Compensation Committee

The Committee consists of three directors, Helmut Hofmann, Richard D. McGraw (Committee Chairman) and Brian A. Robbins. Mr. Hofmann and Mr. McGraw are outside directors and Mr. Robbins is the President and Chief Executive Officer. To assist it in achieving its goals, the Committee calls on the assistance of compensation consultants from time to time.

Report on Executive Compensation

The Compensation Committee is responsible for recommending, for approval by the Board of Directors, the remuneration package of the senior officers of the Corporation.

The remuneration of the senior officers of the Corporation consists of three components: base salary, the annual bonus incentive program and a long-term incentive program which, to date, has been in the form of a stock option plan.

The Corporation pays base salaries that are competitive with salaries paid for similar positions within the North American marketplace.

The annual bonus incentive program is designed to compensate the Named Executive Officers for the financial performance of the operations for which they are responsible. Accordingly, the annual bonus payable is based upon a percentage of the pre-tax profit of the relevant operation(s). The remuneration of the chief executive officer is on the same basis as the other senior officers and is payable based on the consolidated pre-tax profit of the Corporation.

Stock options align the interests of the senior officers of the Corporation with the shareholders since the options have no value to the senior officers unless the price of the Corporation's stock increases. Stock options are awarded based on both the performance of the individuals awarded such options and can also be "purchased" in lieu of receiving a portion of an annual cash bonus earned in a year.

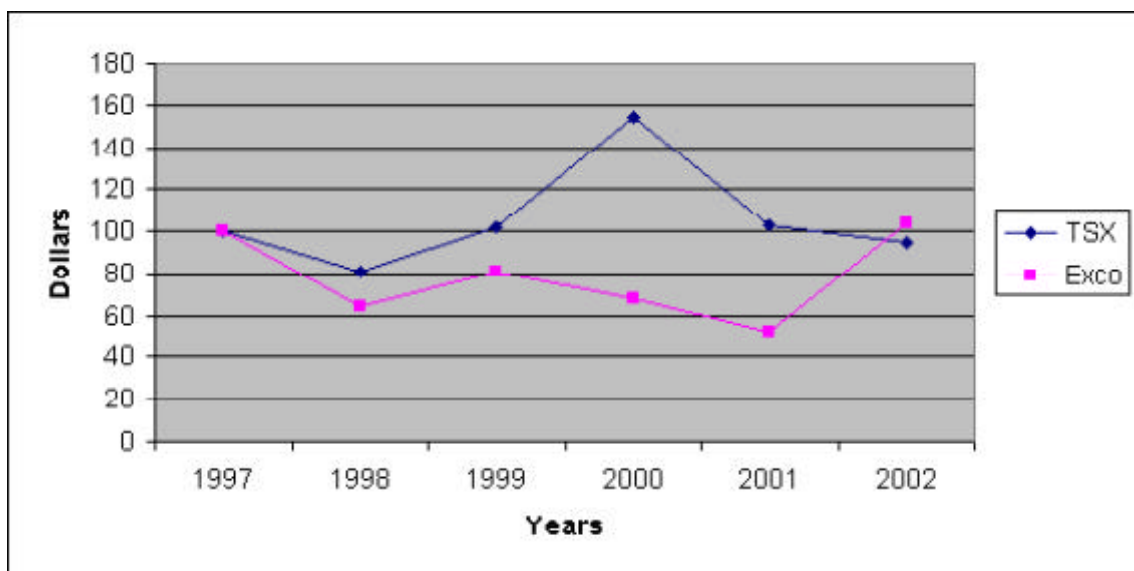
The performance of the Corporation and continued growth in the value of its shares is dependent on striking a balance between short-term and long-term objectives. The Compensation Committee believes that the remuneration of its key people should mirror these objectives. The Committee believes that the Corporation's remuneration package consisting of competitive base salaries, annual bonus incentive program and its stock option plan achieves this goal.

Submitted by the Compensation Committee of the Board of Directors.

Richard D. McGraw - Chairman
 Helmut Hofmann
 Brian A. Robbins

PERFORMANCE GRAPH

The following graph illustrates the five-year cumulative total shareholder return (assuming reinvestment of dividends) of a \$100 investment in shares on September 30, 1997 to September 30, 2002 compared with the return on the TSX Total Return Index.



	Sept 30/97	Sept 30/98	Sept 30/99	Sept 30/00	Sept 30/01	Sept 30/02
TSX	100	81	102	154	103	95
Exco	100	64	81	68	52	104

REMUNERATION OF DIRECTORS

In fiscal 2002, the aggregate compensation received by the members of the board, from the Corporation and its subsidiaries, as directors, was \$98,750.

The directors, other than Brian A. Robbins, hold in the aggregate 70,000 stock options pursuant to the

Corporation's Stock Option Plan.

The Corporation has taken out directors' and officers' liability insurance in an amount of U.S. \$10,000,000 for annual premiums of approximately U.S. \$23,382. The Corporation will pay the first U.S. \$50,000 of any claim made under the policy.

CORPORATE GOVERNANCE

The Board of Directors approved the analysis of Corporate Governance outlined below in its meeting on November 21, 2002. Because of the relatively small size of the Corporation's Board (6 members), a separate Corporate Governance Committee was not deemed necessary. The size of the Board allows it to function with only two Committees, the Audit Committee and Compensation Committee. The Audit Committee is comprised of Mr. Hyland, Mr. Steck and Mr. Zarboni (Committee Chairman), all of whom are outside directors. With respect to the Compensation Committee, refer to the heading, Composition of the Compensation Committee. The Board considers its size appropriate for effective decision making.

The Corporation's Board of Directors assumes responsibility for stewardship of the Corporation. At regularly scheduled meetings (six in 2002), members of the Board receive and discuss reports prepared by management on the Corporation's overall financial position, each of its operating divisions, its strategic plan and operating risks. In addition, developments and issues of current relevance are reviewed. The Board regularly reviews formal communication to shareholders and others. In addition, the Board of Directors has approved a disclosure policy. The objective of this disclosure policy is to ensure that communications to the investing public are timely, factual and accurate, and broadly disseminated in accordance with all regulatory requirements. The disclosure policy applies to directors, officers and such other employees of the Corporation who are privy to material undisclosed information regarding the Corporation.

The Board, from time-to-time, considers succession issues and takes responsibility for appointing senior management and reviewing compensation of senior management. Plant Managers regularly attend informal meetings with the Board, frequently held at operating divisions. This practice provides non-executive members of the Board direct access to management and the operations, helping them assess key people and better understand the Corporation's business. In addition, this practice assists the Board in assessing the effectiveness of the President and Chief Executive Officer. The Board of Directors engages outside advisers from time-to-time at the Corporation's expense, particularly for the purpose of advising it on compensation matters.

The Board, directly and through its Audit Committee, assesses the integrity of the Corporation's internal control and management information systems. The Audit Committee has direct access to the Corporation's external auditors and the external auditors have direct access to the Audit Committee.

The Board is constituted with a majority of individuals who qualify as unrelated directors. In addition, the Board does not have a significant shareholder, i.e. a shareholder with the ability to exercise the majority of votes for the election of the Board, and a majority of directors do not have other interests or relationships with the Corporation. Brian Robbins, the Corporation's President and Chief Executive Officer, is the only member of the Board who is a member of management. The Chairman of the Board is not a member of management.

Any member of the Board can recommend new members for the Board. Provided there is a consensus among all Directors, the prospective member will be proposed for election at the next annual

meeting of shareholders. With regard to orientation, new Board members receive background information as well as a tour of the operations by the President and Chief Executive Officer.

GENERAL

Information contained herein is given as of November 21, 2002. The management of the Corporation knows of no matter to come before the annual meeting of shareholders other than the matters referred to in the notice of meeting. The contents and the sending of this management information circular have been approved by the Board of Directors of the Corporation.

Dated December 12, 2002.

Anne Himelfarb
Secretary

EXCO TECHNOLOGIES LIMITED

SUPPLEMENTAL MAILING LIST

National Policy Statement No. C-41 allows an exemption to the Corporation from sending interim financial statements to its shareholders, under conditions as described in Sections 8 and 9 of the policy.

If you wish to be included in the Company's supplemental mailing list and be entitled to receive interim financial statements, we ask that you complete the following and return to:

The CIBC Mellon Trust Company
P.O. Box 7010
Adelaide Street Postal Station
Toronto, Ontario
M5C 2W9

Attention: SHAREHOLDER MAINTENANCE

I HEREBY confirm that I am a shareholder of the Corporation, and as such, request that you add my name to your supplemental mailing list.

The supplementary list will be updated each year, and therefore, a Return Letter will be required annually in order to receive interim financial statements.

PLEASE PRINT YOUR NAME AND ADDRESS

(Mr.) (Mrs.) (Ms.) (Miss) (First Name) (Last Name)

(Street Address and Number)

(City) (Province) (Postal Code)

I certify that I am a beneficial shareholder.

Signature: _____

MEETING DATE: January 29, 2003



EXCO TECHNOLOGIES LIMITED

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual meeting of the shareholders of EXCO TECHNOLOGIES LIMITED (the "Corporation") will be held at the Design Exchange, 234 Bay Street, Toronto, Ontario on Wednesday, the 29th day of January, 2003 at the hour of 4:30 o'clock in the afternoon, Toronto time, for the following purposes:

1. To receive the Annual Report and the Financial Statements of the Corporation for the year ended September 30, 2002, together with the report of the Auditors thereon;
2. To elect directors;
3. To appoint Auditors and to authorize the directors to fix the said Auditors' remuneration;

The accompanying Circular provides additional information relating to the matters to be dealt with at the meeting and is deemed to form part of this Notice.

DATED at Toronto this 12th day of December, 2002.

By Order of the Board

Anne Himelfarb
Secretary

Proxies to be used at the meeting must be deposited with the Corporation or its transfer agent and registrar, The CIBC Mellon Trust Company, Proxy Department, 200 Queens Quay East, Unit 6, Toronto, Ontario, M5A 4K9 prior to the commencement of the meeting. Shareholders who are unable to be present at the meeting are requested to date, sign and return the accompanying form of proxy and mail the same to CIBC Mellon Trust in the envelope provided for that purpose.

EXCO TECHNOLOGIES LIMITED

PROXY

2002 ANNUAL MEETING OF SHAREHOLDERS

January 29, 2003 at 4:30 p.m.

Design Exchange

234 Bay Street, Toronto, Ontario

The undersigned shareholder of Exco Technologies Limited (the "Corporation") hereby appoints Helmut Hofmann, or failing him, Brian A. Robbins, both being directors of the Corporation, or instead of either of the foregoing _____ as nominee of the undersigned, to attend, to vote and act for the undersigned at the annual meeting of shareholders called for the 29th of January, 2003 and at all adjournments thereof, upon the following matters;

- (1) VOTE { } WITHHOLD VOTE { } or, if no specification is made, vote in the election of directors;
- (2) VOTE { } WITHHOLD VOTE { } or, if no specification is made, vote in the appointment of auditors and in authorizing the directors to fix their remuneration;
- (3) Such other business as may properly come before the meeting.

Name of Shareholder _____ Date _____

If the proxy is not dated, it is deemed to bear the

Signature _____ date on which it was mailed by the Corporation.

Notes

- (a) A shareholder has the right to appoint a person to represent him at the meeting other than the persons designated in this proxy. Such right may be exercised by inserting in the space provided the name of the other person the shareholder wishes to appoint.
- (b) To be valid, the attached proxy must be signed, dated and deposited with The CIBC Mellon Trust Company not later than the close of business (Toronto time) on January 28, 2003.
- (c) Individuals and partnerships - sign exactly as shares are registered.
- (d) Corporations - insert name of corporation, signature of officer, indicate office held and affix corporate seal.
- (e) Executors, Trustees or Other Representatives - if shares are registered in the name of the executor, administrator or trustee, please sign exactly as registered. If shares are registered in the name of the deceased or other shareholder, the shareholder's name must be printed in the space provided, the proxy must be signed by the legal representative with his name printed below his signature and evidence of authority to sign on behalf of the shareholder must be attached to this proxy.
- (f) If a share is held by two or more persons, any one of them present or represented by proxy at a meeting of shareholders may, in the absence of the other(s), vote in respect thereof, but if more than one of them are present or represented by proxy they shall vote together in respect of the share so held.
- (g) Reference is made to the accompanying Management Information Circular for further information regarding completion and use of the attached proxy and other information pertaining to the same meeting.

This proxy is solicited
on behalf of management.

EXCO TECHNOLOGIES LIMITED { }

FORM OF PROXY

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