

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

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 24, 2001, 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 him/her 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, 320 Bay Street, P.O. Box 1, Toronto, Ontario, M5H 4A6, not later than the close of business (Toronto time) on January 23, 2001.

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 him or by his 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 19,998,669 common shares. Each common share ("Common Share") entitles the holder of record, as of the close of business on December 18, 2000, 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 22.5% 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, 2,372,500 common shares, representing approximately 11.9% of all the outstanding shares of that class. 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 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 six 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 or employments, 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 December 5, 2000.

<u>Name, Municipality and Principal Occupation</u>	<u>Director Since</u>	<u>Common Shares Owned or Controlled</u>
HELMUT HOFMANN + Unionville, Ontario Chairman of the Board of Heroux-Devtek a manufacturer of aerospace and industrial products	January 1991	40,000
GEOFFREY F. HYLAND Toronto, Ontario President and Chief Executive Officer of Shaw Industries Ltd.	-	30,000
RICHARD D. McGRAW + Toronto, Ontario President and Chief Executive Officer of Vitran Corporation Inc., a transportation company	January 1992	65,000
BRIAN ANDREW ROBBINS Aurora, Ontario President and Chief Executive Officer of the Corporation	January 1972	4,495,400 (1)
BRIAN J. STECK Stouffville, Ontario President, St. Andrews Financial Corp	-	-
RALPH J. ZARBONI + Richmond Hill, Ontario President of Rossiter Ventures Corporation	January 1999	20,000

+ Member of the Audit Committee.

(1) 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, 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, 2000, (the "Named Executive Officers"). The number of shares and values indicated in the tables and text which follow have been adjusted for the stock dividend paid to shareholders of record February 9, 1998.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Other Annual Compensation (1) (\$)	Long-Term Compensation	All Other Compensation (\$)
					Awards	
					Securities under Options and SARs Granted (#)	
Brian A. Robbins President & Chief Executive Officer	2000	348,128	270,962	Nil	22,000	Nil
	1999	345,628		Nil	27,110	Nil
	1998	345,628	365,772 338,386	Nil	32,286	Nil
Jan M. Tesar President, Casting Technologies	2000	268,300	420,304	Nil	33,000	Nil
	1999	266,350	633,600	Nil	60,000	Nil
	1998	266,350	650,949	Nil	64,571	Nil
Lawrence C. Robbins President, Alu-Die Division	2000	275,000	30,000	Nil	11,621	Nil
	1999	274,225		Nil	-	Nil
	1998	269,925	17,782 -	Nil	-	Nil
Gabriel Piccinin, President, Exco Extrusion Dies Division (2)	2000	245,100	207,264	Nil	13,356	Nil
	1999	237,600	172,493	Nil	9,074	Nil
	1998	212,215	142,724	Nil	8,831	Nil
Scott E. Bond Vice-President Finance and Chief Financial Officer	2000	180,000	135,481	Nil	11,000	Nil
	1999	178,750	181,636		13,555	Nil
	1998	172,500	112,693	Nil Nil	32,286	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) Mr. Piccinin was appointed during 1998.

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

Name	Securities Under Options/SARs Granted (#)	% of Total Options/SARs Granted to Employees in Financial Year	Exercise or Base Price (\$/Security)	Market Value of Securities Underlying Options/SARs on the Date of Grant (\$/Security)	Expiration Date
Brian A. Robbins	22,000	13.6	7.85	7.85	October 25, 2010
Jan M. Tesar	33,000	30.0	7.85	7.85	October 25, 2010
Gabriel Piccinin	13,356	4.6	7.85	7.85	October 25, 2010
Scott E. Bond	11,000	6.8	7.85	7.85	October 25, 2010
Lawrence Robbins	6,143	5.1	8.75	8.75	March 31, 2005 *
	5,478		7.85	7.85	Dec. 23, 2009 ** October 25, 2010

* (5,000)

** (1,143)

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, 2000 the aggregate value realized upon the exercise and the total number and value of unexercised options held at September 30, 2000.

Name	Shares Acquired On Exercise	Aggregate Value Realized (1) (\$)	Unexercised Options/SARs at FY-End (#) Exercisable/ Unexercisable	Value of Unexercised in-the Money Options/SARs at FY-End (2) (\$) Exercisable/ Unexercisable
Brian A. Robbins	0	0	124,352 / 84,597	237,932 / 15,497
Jan M. Tesar	0	0	219,914 / 185,157	372,248 / 66,994
Lawrence C. Robbins	0	0	7,326 / 17,857	5,238 / 1,716
Gabriel Piccinin	0	0	19,895 / 33,598	31,528 / 2,133
Scott E. Bond	0	0	90,370 / 71,645	130,471 / 28,320

(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 or SAR.

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

Composition of Compensation Committee

The Committee consists of five directors, Arthur Kennedy, Helmut Hofmann, Richard D. McGraw, Robert Werner and Ralph Zarboni, all of whom are outside directors. Based upon the proposed slate of directors, the Committee for 2001 will be comprised of Helmut Hofmann, Richard D. McGraw 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 Company.

The remuneration of the senior officers of the Company 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 Company pays base salaries that are competitive with salaries paid for similar positions within the North American marketplace.

The annual bonus incentive program is a program 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).

Stock options align the interests of the senior officers of the Company with the shareholders since the options have no value to the senior officers unless the price of the Company'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. Stock options acquired in lieu of annual bonuses may be converted into stock appreciation rights at the option of the employee on date of exercise.

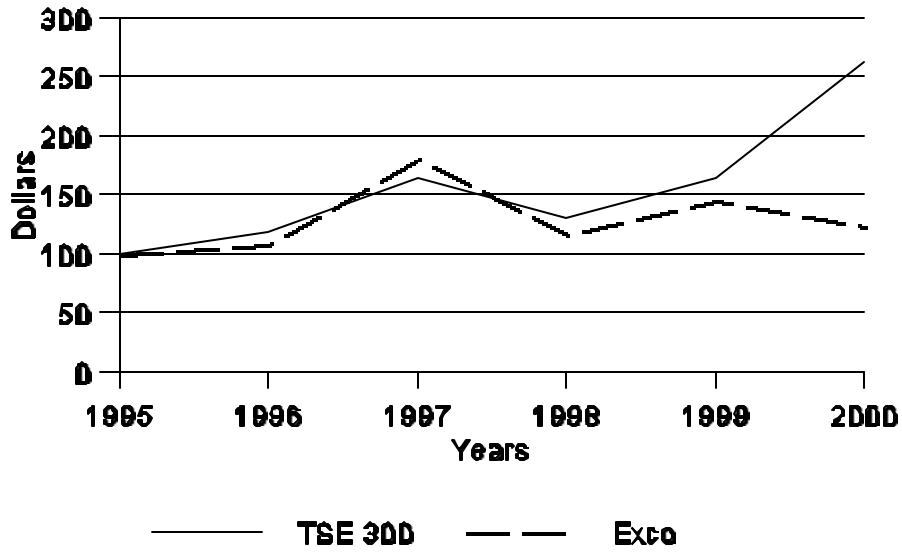
The remuneration of the chief executive officer is on the same basis as the other senior officers of the Company as described above.

The performance of the Company 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 Company'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.

Arthur A. Kennedy - Chairman of the Board
Helmut Hofmann
Richard D. McGraw
Robert Werner
Ralph Zarboni

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, 1995 to September 30, 2000 compared with the return on the TSE 300 Total Return Index.

	Sept 30/95	Sept 30/96	Sept 30/97	Sept 30/98	Sept 30/99	Sept 30/00
TSE 300	100	119	164	131	165	263
Exco	100	109	181	117	145	123

REMUNERATION OF DIRECTORS

In fiscal 2000, the aggregate compensation received by the members of the board, from the Corporation and its subsidiaries, as directors, was \$75,300.

The directors, other than Brian A. Robbins, hold in the aggregate 16,000 stock options pursuant to the Corporation's Stock Option Plan.

The Corporation has taken out directors' and officers' liability insurance in an amount of \$5,000,000 for annual premiums of approximately \$8,216. The Corporation will pay the first \$10,000 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 December 5, 2000. 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. All Board members, with the exception of the President and Chief Executive Officer, are members of the Audit and Compensation Committees. For 2001, these committees will be reduced to three Board members. Based upon the proposed slate, the Audit Committee would be comprised of Mr. Hyland, Mr. Steck and Mr. Zarboni, 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 (seven in 2000), 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. Although the Corporation does not have a communications policy, the Board regularly reviews formal communication to shareholders and others. Management meets periodically with its larger shareholders.

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. 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 amongst 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 & Chief Executive Officer.

GENERAL

Information contained herein is given as of December 5, 2000. 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 18, 2000.

Anne Himelfarb
Secretary

EXCO TECHNOLOGIES LIMITED

SUPPLEMENTAL MAILING LIST

National Policy Statement No. C-41 allows an exemption to the company from sending interim financial statements to its shareholders, under conditions as included in Section 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
320 Bay Street
P.O. Box 1
Toronto, Ontario
M5H 4A6

Attention: SHAREHOLDER MAINTENANCE

I HEREBY confirm that I am a shareholder of the Company, 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.) (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 24, 2001

EXCO TECHNOLOGIES LIMITED

130 Spy Court
Markham, Ontario L3R 5H6

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TAKENOTICE 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 24th day of January, 2001 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, 2000, 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 18th day of December, 2000.

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, Corporate Trust Services, 320 Bay Street, P.O. Box 1, Toronto, Ontario, M5H 4A6 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

2000 ANNUAL MEETING OF SHAREHOLDERS

January 24, 2001 at 4:30 p.m.
Design Exchange
234 Bay Street, Toronto, Ontario

The undersigned shareholder of Exco Technologies Limited hereby appoints Arthur A. Kennedy, 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 vote and act for the undersigned **at the annual meeting of shareholders called for the 24th of January, 2001 and at all adjournments thereof**, upon the following matters;

- (1) VOTE { } WITHHOLD VOTE { } in the election of directors;
- (2) VOTE { } WITHHOLD 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 _____
 Signature _____ If the proxy is not dated, it is deemed to bear the 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 should be signed, dated and deposited with The CIBC Mellon Trust Company not later than the close of business (Toronto time) on January 23, 2001.
- (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 others, 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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