EXCO TECHNOLOGIES LIMITED
MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES

This management 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 28, 2009, at 4:30 p.m. (the "Meeting"), 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 shareholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address, and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. The cost of solicitation of proxies 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 Corporation's registrar and transfer agent, Equity Transfer and Trust Company, 200 University Avenue, Suite 400, Toronto, Ontario, M5H 4H1, not later than 4:30 p.m. (Toronto time) on January 26, 2009, or with the Chair of the Meeting prior to the commencement of the Meeting.

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 described above; (2) by depositing an instrument signed (in writing or by electronic signature) by such shareholder or by such shareholder's attorney authorized in writing 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 with the chair of the Meeting at the Meeting, 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 instructions 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 for the election of directors, for the appointment of the auditor and the determination of its remuneration, each as described in this information circular.

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 BY NON-REGISTERED HOLDERS

Only registered shareholders or their duly appointed proxyholders are permitted to vote at the Meeting. Many shareholders of the Corporation are "non-registered" shareholders because the Common Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Common Shares. More particularly, a person is not a registered shareholder in respect of Common Shares which are held on behalf of that person (the "Non-Registered Holder") but which are registered either: (a) in the name of an intermediary (an "Intermediary") that the Non-Registered Holder deals with in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP's, RRIF's, RESP's and similar plans); or (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101, the Corporation has distributed copies of the Notice of Meeting, and this management information circular together with a form of proxy (collectively, the "Meeting Materials") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

(a) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deliver it as specified above under "Appointment and Revocation of Proxies"; or

(b) more typically, be given a voting instruction form which is not signed by the Intermediary, and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions which the Intermediary must follow. Typically, the voting instruction form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the voting instruction form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label containing a bar-code and other information. **A Non-Registered Holder receiving a voting instruction form cannot use this form to vote the Common Shares held by such Non-Registered Holder directly at the Meeting. Instead, the voting instruction form must be completed and returned to the Intermediary or the service company in accordance with the instructions contained therein.**

In either case, the purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Common Shares which they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to attend and vote at the Meeting in person, the Non-Registered Holder should strike out the names of the Management Proxyholders and insert the Non-Registered Holder's name in the blank space provided for that purpose. **Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.**

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

As of the date hereof, the Corporation has outstanding 40,674,176 common shares. Each holder of record of a common share ("Common Share"), as of the close of business on December 12, 2008, (the "Record Date") will be given notice of the Meeting and will be entitled to one vote for each Common Share held as of the Record Date on all matters to come before the Meeting, or any adjournment thereof.

To the knowledge of the directors and officers of the Corporation, no person beneficially owns, controls or directs, directly or indirectly, more than 10% of the outstanding Common Shares except as hereafter set out. Corporations owned or controlled by Brian A. Robbins of which the beneficiaries are Brian A. Robbins, his wife and children, beneficially own 8,500,546 Common Shares. Brian A. Robbins and his wife also beneficially own an additional 800,612 Common Shares, which together with the Common Shares referred to in the immediately preceding sentence, represent approximately 22.9% of the issued and outstanding Common Shares. In addition, various accounts managed by Saxon Financial Inc. ('Saxon') in the aggregate own 5,634,323 Common Shares of the Corporation representing approximately 13.8% of the outstanding common shares. Saxon acquired the common shares in the ordinary course of business and not with the purpose or effect of changing or influencing control of the Corporation. The Corporation has also been advised that Kernwood Limited, a private investment company controlled by Edward J. Kernaghan, holds 4,770,800 Common Shares, representing approximately 11.7% of all 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 and the Board of Directors is empowered to determine the number of directors from time to time. The Board currently consists of 6 members and at the Board meeting held on November 26, 2008 the Board determined that the number of directors to be elected at this Meeting would be 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 if 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 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. All directors are residents of Ontario, Canada. Each of the nominees, except Mr. Kernaghan, has been previously elected at a meeting of shareholders.

Nominee for Election as Director	Director Since	Principal Occupation	Other Positions and Offices Presently Held With Corporation	Common Shares Beneficially Owned, Controlled or Directed (4)
Laurie Bennett (1) (2)	January 2005	Corporate Director	None	18,500
Geoffrey F. Hyland (1) (2)	January 2001	Corporate Director	None	141,400
Edward H. Kernaghan (6)	new nominee	Executive Vice President Kernaghan Securities Limited, an investment dealer	None	4,770,800**
Brian A. Robbins	January 1972	President & Chief Executive Officer The Corporation	None	9,301,158 *
Stephen Rodgers (1) (3) (5)	April 26, 2007	President GS Global Solutions, an Automotive consultant	None	0
Peter van Schaik (2) (3)	October 2006	Founder & Chief Executive Officer Van-Rob Inc., an automotive supplier	None	0

(1) Member of the Audit Committee
(2) Member of the Human Resources and Compensation Committee

(3) Member of the Governance and Nominating Committee
(4) Information as to shares beneficially owned , controlled or directed is furnished by each director individually and is as of December 12, 2008.
(5) Prior to Mr. Rodgers occupation with GS Global Solutions he was Vice President Marketing and Business Development for various business units of Magna International since September 2001.
(6) In addition to Mr. Kernaghan's occupation with Kernaghan Securities Limited he is also a director of Brick Brewing Company, Boralex Inc. and Peak Energy Services Trust.

* 8,500,546 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".
** These shares are owned by Kernwood Limited, a private company in which Edward H. Kernaghan has a minority interest.

APPOINTMENT OF AUDITOR

The persons named in the enclosed form of proxy intend to vote for the reappointment of Ernst & Young LLP, Chartered Accountants, Toronto, Ontario as auditor 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 LLP was first appointed auditor of the Corporation on January 22, 1992. For the fiscal year ended September 30, 2008, the Corporation incurred $348,000 in fees from Ernst & Young LLP for audit, audit related, tax and other fees.

Audit	$299,000
Audit Related	$ 2,000
Tax	$ 12,000
Other	$ 35,000
Total	$348,000

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table provides a summary of compensation earned during each of the last 3 fiscal years by the Chief Executive Officer, Chief Financial Officer and the 3 most highly compensated executive officers who served as executive officers of the Corporation at the end of the fiscal year ended September 30, 2008 (the "Named Executive Officers").

		Annual Compensation			Long-Term Compensation Awards	
Name and Principal Position	**Year**	**Salary $**	**Bonus $**	**Other Annual Compensation (1) $**	**Securities Under Options Granted #**	**All Other Compensation**
Brian A. Robbins President and Chief Executive Officer	2008 2007 2006	400,000 400,000 387,031	150,000 125,000 -	- 80,075 130,014	- - 100,000	

Paul E. Riganelli Vice-President Finance and Chief Financial Officer	2008 2007 2006	220,000 210,000 210,000	110,000 110,000 110,000	- - -	35,000 10,000 10,000	
Julianne Furman *(2)* General Manager, Polydesign Systems	2008 2007 2006	200,851 158,659 158,480	193,309 24,790 -	- - -	- - -	
Paul Robbins General Manager, Castool Division	2008 2007 2006	290,000 290,000 285,000	59,951 46,806 56,455	- - -	6,547 - 1,076	
Bonnie M. Cartwright President, Extrusion Tooling Solutions Division	2008 2007 2006	220,000 220,000 220,000	110,000 110,000 110,000	- - -	35,000 10,000 10,000	

(1) The value of annual perquisites and benefits for each of the Named Executive Officers is shown only when the value exceeds the lesser of $50,000 and 10% of the total annual salary and bonus. Other Annual Compensation for the CEO relates to personal use of the Corporation's aircraft.

(2) Source currency of Ms. Furman's compensation is in Euro and Moroccan Dirham at the fiscal year average rate of exchange.

Note: None of the Named Executive Officers has received any shares or units subject to resale restrictions or LTIP payouts as defined in National Instrument Form 51-102F6 and accordingly, the columns have been deleted for presentation purposes.

Executive Contracts

The Chief Financial Officer is the only Named Executive Officer with a written employment contract. This employment contract provides for a base salary of $220,000 plus a discretionary bonus up to a maximum of 50% of the base salary. The employment contract has no fixed term, however, provides for notice, or payment in lieu of notice, in the event of termination without cause in the amount of one month and accrued bonus for every year of service. No change of control provision exists.

Indebtedness of Directors and Executive Officers

The indebtedness of Mr. Robbins to the Corporation is a short term loan evidenced by a promissory note maturing on the earlier of December 30, 2008 or the date on which the Corporation makes demand. The promissory note provides for a maximum loan amount of $300,000. Interest is payable on the outstanding balance at a rate equal to the Corporation's cost of borrowing plus 1%. No security has been provided to the Corporation and no other understanding, agreement or intention to limit recourse exists.

AGGREGATE INDEBTEDNESS ($) (As at December 12, 2008)			
Purpose		**To the Corporation or its Subsidiaries**	**To Another Entity**
Share Purchases	NA	-----	----
Other	X	Corporation	----

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS UNDER (1) SECURITIES PURCHASE AND (2) OTHER PROGRAMS						
Name and Principal Position	**Involvement Of Corporation Or Subsidiary**	**Largest Amount Outstanding During Fiscal 2008 ($)**	**Amount Outstanding As at December 12, 2008 ($)**	**Financially Assisted Securities Purchases Fiscal 2008 (#)**	**Security For Indebtedness**	**Amount Forgiven During Financial Year ($)**
Securities Purchases	-	nil	nil	nil	-	nil
Other Programs						
Brian A. Robbins President & CEO	Corporation	0	200,000	NA	NA	NA

Option/SAR Grants During the Most Recently Completed Financial Year

Option Grants During the 2008 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**
Brian A. Robbins	-	-	-	-	-
Paul Riganelli	10,000	4	3.79	3.50	May 31, 2013
Julianne Furman	-	-	-	-	-
Paul Robbins	-	-	-	-	-
Bonnie Cartwright	10,000	4	3.79	3.50	May 31, 2013

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, 2008, the aggregate value realized upon the exercise and the total number and value of unexercised options held at September 30, 2008.

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	234,102/83,524	0/0
Paul Riganelli	0	0	12,000/28,000	0/0
Julianne Furman	0	0	0	0
Paul Robbins	0	0	83,768/2,794	0/0
Bonnie Cartwright	0	0	28,000/30,000	0/0

(1) Aggregate value realized is the difference between the market value, calculated as the closing price of the Common Shares on the Toronto Stock Exchange (the "TSX") on the exercise date and the exercise price of the option.

(2) Aggregate value of unexercised in-the-money options at financial year-end is calculated as the difference between the market value of the underlying Common Shares at the fiscal year end, based on the closing price of the Common Shares on the TSX, and the exercise price of the option.

Report on Executive Compensation

The Human Resources and Compensation Committee currently consists of Geoffrey Hyland (Committee Chair), Peter van Schaik, Richard McGraw and Laurie Bennett ("HRC Committee"). These members are all independent as defined in National Instrument 52-110 ("NI 52-110"). To assist it in achieving its goals, the HRC Committee, from time to time, retains the services of compensation consultants, to review the Corporation's senior executive compensation arrangements. During the last fiscal year the HRC Committee did not engage such consultants but rather relied on the assessment made by Mercers in the prior year. At that time, the consultant concluded that the Corporation's senior executive compensation arrangements were competitive and reasonable for companies of the Corporation's size and industry type.

The HRC Committee is responsible for recommending, for approval by the Board of Directors, the remuneration package of the senior officers and business unit managers of the Corporation. The remuneration of the senior officers and business unit managers of the Corporation consists of four components: base salary, annual bonus program, long-term stock option program and in certain cases, long term incentive arrangements.

Base Salary

The Corporation pays base salaries that the HRC Committee believes are competitive with salaries paid for similar positions within the North American and European marketplace for public companies of relatively comparable size. These salaries are reviewed by management and the HRC Committee annually and in certain cases are set for multi-year periods.

Annual Bonus Program

The annual bonus program is designed to compensate business unit managers 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 amount of the bonus increases as the percentage of pre-tax profit to sales increases. The annual bonus program varies in detail between segments and divisions to suit particular circumstances but is uniform in basic philosophy and design. The bonus is paid in cash or cash and grants of stock options in cases where the bonus exceeds $50,000. See 'Stock Option Program' below. The Board retains discretion to award cash bonuses in addition to the requirements of the annual bonus program in keeping with its philosophy of ultimate control over executive compensation and the need, from time to time, to deal with exceptional circumstances.

The annual bonus program of the Chief Executive Officer is calculated as 3% of the adjusted consolidated pre-tax profit of the Corporation. The adjustment to pre tax profit is in the form of a capital charge. The capital charge consists of the Corporation's percentage cost of borrowing multiplied by the prior year-end shareholders' equity. As a result of the Corporation's performance in 2008 this formula yielded no bonus for the Chief Executive Officer. A discretionary bonus of $150,000 was awarded in recognition of significant strategic initiatives taken during the year which were not reflected by the traditional CEO annual bonus program outlined above.

Stock Option Program

Where the annual bonus payable to business unit managers exceeds $50,000, the entitled individual is required to accept, in lieu of cash, stock options equal to one-quarter of the bonus entitlement exceeding $50,000. These options are 10-year stock options granted at the market price at the time of grant. The Corporation also retains the discretion to grant options with 5 year duration. This discretion is used from time to time to provide additional long term incentives to key members of management.

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 HRC Committee believes that the remuneration of its senior executives and business unit managers should mirror these objectives. The Committee believes that the Corporation's remuneration package consisting of competitive base salaries, annual bonus program and its stock option plan ("SOP") achieves this goal.

Long Term Incentive Plan (LTIP)

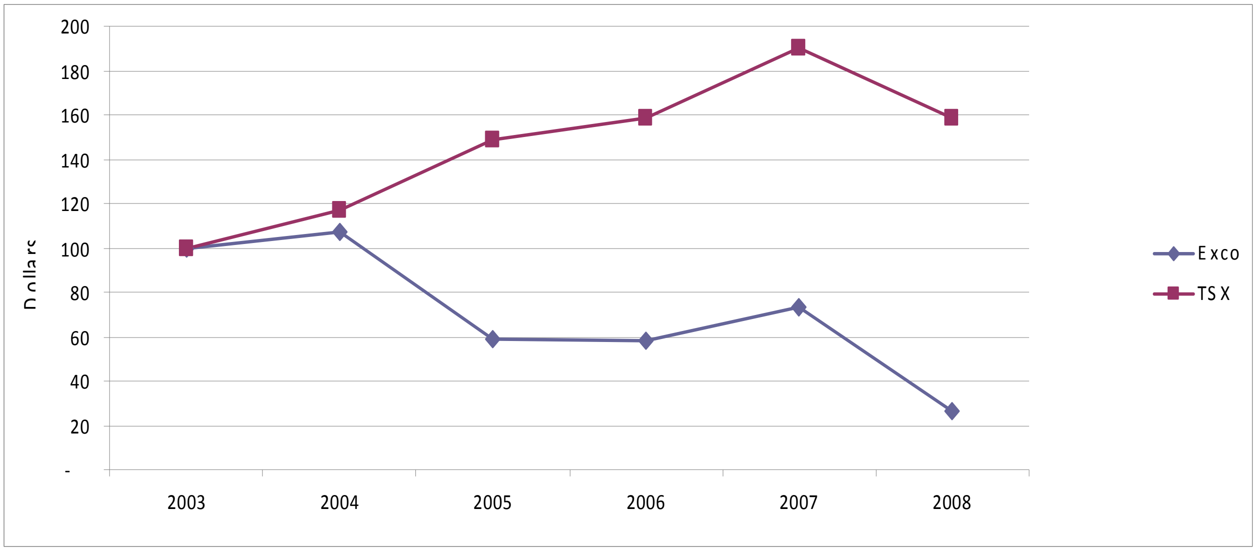
In cases where there are prospects of significant sales growth in the medium term (5 years), the Corporation extends to those business unit managers bonuses based on achieving certain sales and earnings (before interest, taxes and depreciation) ("EBITDA") targets. The size of the bonus increases with the growth in sales and EBITDA achieved in the 5th year after the grant of the LTIP. The LTIP bonus can be paid in cash or 50% cash and 50% Common Shares and is in all cases capped. No Named Executive Officer has a LTIP.

Submitted by the Human Resources and Compensation Committee of the Board of Directors.

Geoffrey Hyland - Chairman
Laurie Bennett
Richard McGraw
Peter van Schaik

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, 2003 to September 30, 2008 compared with the return on the S&P/TSX Total Return Composite Index.



	Sept 30/03	Sept 30/04	Sept 30/05	Sept 30/06	Sept 29/07	Sept 28/08
TSX	100	117	148	158	190	158
Exco	100	107	59	58	73	26

COMPENSATION OF DIRECTORS

In fiscal 2008, each director who was not an employee of the Corporation (an "Eligible Director") was paid as remuneration for services as a director of the Corporation the amounts set forth below:

Annual Board Retainer	$22,500 and $10,000 DSU allocation
Annual Board Chair Retainer	$15,000
Annual Audit Chair Retainer	$7,500
Annual Governance & Nominating Committee Chair	$5,000
Annual HRC Chair	$5,000
Board Meeting – Attendance	$1,500
Committee Meeting – Attendance	$1,500

Effective October 1, 2006 the Annual Board Retainer was raised to $22,500 and an annual fee of $5,000 was approved for the Chair of the Governance and Nominating Committee. The total amount of directors fees paid to Eligible Directors during fiscal 2008 was $231,750.

The directors, other than Brian A. Robbins, hold in the aggregate, options to purchase 30,000 Common Shares pursuant to the Corporation's SOP. The Board on January 26, 2005 amended the SOP to ensure that at no time, will the aggregate of stock options held by all Eligible Directors exceed 1% of the Corporation's issued and outstanding Common Shares. On November 18, 2005 the Board adopted a Deferred Share Unit Plan ("DSU Plan") for Eligible Directors. The deferred share units will be redeemed by the Corporation in cash payable after the Eligible Director departs from the Board. The DSU Plan has replaced the past practice of granting Eligible Directors stock options under the SOP. No options under the SOP were granted to Eligible Directors during the 2008 fiscal year.

Securities Authorized for Issuance Under Equity Compensation Plans

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options (a)	Weighted-Average Exercise Price of Outstanding Options (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding securities reflected in column (a)) (c)
Equity compensation plan approved by security holders ***(stock option plan)***	2,265,414	$4.36	667,952
Equity compensation plan approved by security holders ***(employee share purchase plan)***	188,558	$3.98	329,298
Equity compensation plans not approved by security holders	nil	nil	nil
Total	**2,453,972**	**$4.33**	**997,250**

DESCRIPTION OF EQUITY COMPENSATION PLANS
Stock Option Plan

Pursuant to the terms of the Corporation's SOP, the Board of Directors is authorized to issue options to officers and employees to acquire common shares at such prices as the Board may determine, provided the price is more than the minimum price permitted by the Toronto Stock Exchange. Directors who are not officers are not eligible to receive stock options under the SOP. At present, the TSX requires the price to be no less than the weighted average price of the Corporation's Common Shares on the last 5 trading days before the day of the grant by the Board.

Options granted under the SOP must expire no later than 10 years after the date of grant and are not transferable or assignable other than by will or other testamentary instrument or the laws of succession. Options vest at the rate of 20% per annum. If a participant under the SOP is dismissed for cause, all unexercised options of the participant immediately terminate. If a participant under the SOP ceases to be a director, officer or employee of the Corporation or its subsidiaries, each option held by such participant will cease to be exercisable 30 days thereafter. If a participant under the SOP dies, the legal representative of the participant may exercise the participant's options for a period of 6 months following the date of the participant's death, but only up to the original option expiry date. The Board retains discretion to extend these time limits.

The SOP provides that the number of Common Shares reserved for issuance to any one person under the Plan may not exceed 5% of the outstanding Common Shares at the relevant time. It also provides that no option will be granted to non-employee Directors if the grant would result in the number of shares reserved for issuance for all non-employee Directors collectively exceeding 1% of the number of issued and outstanding Common Shares at the proposed time of grant.

At the time the SOP was established, 820,177 Common Shares were reserved for issuance. Adjustments were made for a stock split in 1998 (3 for 2) and a stock dividend in 2003 (2 for 1). Additional Common Shares were reserved thereafter. Most recently, in January 2005 shareholders approved an amendment to the SOP to increase the number of Common Shares reserved thereunder by 760,000 to 6,080,118. The SOP provides that the Board may amend it with the prior approval of the TSX. The Corporation does not provide financial assistance in connection with the exercise of options under the SOP but retains the discretion to do so in appropriate circumstances.

At fiscal year-end, the Corporation had options outstanding under the SOP to purchase 2,265,414 Common Shares at exercise prices ranging from $3.00 to $7.60 per share, representing 5.5% of the Corporation's outstanding common shares. 667,952 Common Shares (representing 1.6% of outstanding Common Shares) are available for future grants under the SOP as set forth in the table below:

Common Shares currently reserved:	6,080,118
Common Shares previously issued on exercise of options:	3,146,752
Common Shares reserved for issue pursuant to outstanding options:	2,265,414
Common Shares available for future options:	667,952

Employee Payroll Deduction Share Purchase Plan

The Corporation maintains an employee payroll deduction stock purchase plan ("ESP Plan"). Funds are deducted from participant wages and used to exercise options. If the options are not exercised by the participant, the Corporation returns the funds plus interest to the participant. The Board of Directors is authorized to issue options to acquire Common Shares at prices equal to the weighted average of trading prices of the Corporation's Common Shares on the TSX on the last five trading days before the date of grant.

Options granted under the ESP Plan must expire no later than 1 year after the date of grant and are not transferable or assignable. Options can only be exercised on a date determined by the Corporation, usually a year after the date of grant. If a participant under the ESP Plan is terminated for whatever reason, including death, the balance of accumulated funds will be immediately refunded together with interest and the option cancelled.

The ESP Plan provides that no insiders of the Corporation or employees with less than three months seniority may participate in the ESP Plan.

At the time the ESP Plan was established, 100,000 Common Shares were reserved for issuance. Adjustments were made for a stock split in 1998 (3 for 2) and a stock dividend in

2003 (2 for 1). Additional Common Shares were reserved thereafter. Most recently, in January 2005, shareholders approved an amendment to the ESP Plan to increase the number of Common Shares reserved thereunder by 266,122 to 1,500,000. The ESP Plan provides that the Board may amend it with the prior approval of the TSX. The Corporation does not provide financial assistance in connection with the exercise of options under the ESP Plan but retains the discretion to do so in appropriate circumstances.

At fiscal year-end, the Corporation had options outstanding under the ESP Plan to purchase 188,558 Common Shares at exercise price of $3.98 per share, representing less than 1% (0.005) of the Corporation's outstanding Common Shares. 329,298 Common Shares (representing less than 1% [0.008]) of outstanding common shares) are available for future grants under the ESP Plan as set forth in the table below:

Common Shares currently reserved:	1,500,000
Common Shares previously issued on exercise of options:	982,144
Common Shares reserved for issue pursuant to outstanding options:	188,558
Common Shares available for future options:	329,298

NORMAL COURSE ISSUER BID

On May 6, 2008, the TSX approved the Corporation's request to renew its normal course issuer bid. During the 2008 fiscal year, the Corporation purchased 530,200 Common Shares at an average price of $3.45 per share. All Common Shares purchased under the bid have been cancelled. Since year-end, the Corporation has purchased an additional 274,100 Common Shares at an average price of $1.90 per share, which Common Shares have also been cancelled. The normal course issuer bid expires on May 6, 2009 and may be renewed at that time for another year if the Board so determines and subject to the approval of the TSX.

MANAGEMENT CONTRACTS

The Corporation has entered into a management contract with WS Enterprises Inc. and William Schroers for management services relating to the Automotive Solutions segment. Both parties are domiciled in the State of Michigan, USA. The amount paid to WS Enterprises Inc. under this contract by the Corporation for the fiscal year ended September 30, 2008 was US$662,791. There is no indebtedness owing to the Corporation by parties to this management contract. This contract also contains a long-term incentive plan which may in 2010 entitle the consultant to a payment (see Long Term Incentive Plan).

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Corporation holds directors' and officers' liability insurance in the aggregate amount of US$10,000,000 for annual premiums of approximately US$28,900. The Corporation will pay the first US$100,000 of any claim made under the policy.

REPORT ON CORPORATE GOVERNANCE

All directors of the Corporation, other than Mr. Robbins, who is the President and CEO of the Corporation and who holds in excess of 10% of the Corporation's issued and outstanding Common Shares, are independent within the meaning of Section 1.4 of NI 52-110. Accordingly a majority of the directors, including the Chairman, are independent. A description of the Chairman's role is set out in Schedule A hereto. Several directors are presently directors of other public companies, however, no conflicts exist. Below are the public company directorships currently held by the Corporation's directors and proposed nominees for director.

Directors	**Public Companies**
Edward H. Kernaghan	Brick Brewing Ltd. (TMX:BRB) Boralex Inc. (TMX:BLX) Peak Energy Services Trust (TMX:PES.Un)
Brian A. Robbins	Heroux-Devtek Inc. (TMX: HRX) Air Boss of America Corp. (TMX: BOS)
Stephen Rodgers	Zenn Motor Corporation (TMXV:ZNN)
Geoffrey F. Hyland	Fortis Inc. (TMX: FTS) Enerflex Systems Income Trust (TMX: EFXUN) Shawcor Ltd. (TMX: SCL) SCITI Total Return Trust (TMX: STF.UN)
Richard D. McGraw	Vitran Corporation (NASDAQ: VTNC) (TMX: VTN) Zenn Motor Corporation (TMXV: ZNN) Outdoor Partners Media Corp. (TMXV: OPX) Bayview Public Ventures Inc. (CNDX: BPV-P.V)

During the 2008 Fiscal year six Board meetings, including four regular quarterly meetings, one strategic planning meeting and one budget meeting, were held. Independent directors convene *in camera* meetings at the end of each Board meeting. Non-independent directors and members of management are not in attendance at these *in camera* sessions. In Fiscal 2008 *in camera* meetings took place at all Board meetings. The following table outlines the attendance, in person or by telephone, of directors at Board meetings in Fiscal 2008.

	Meetings Attended
Stephen Rodgers	6 of 6
Peter van Schaik	5 of 6
Richard D. McGraw	6 of 6
Brian A. Robbins	6 of 6
Laurie Bennett	6 of 6
Geoffrey Hyland	6 of 6

The Board has a written charter, the text of which is set forth in Schedule A hereto. The Corporation has also developed a position description for the Chairman and the President and Chief Executive Officer which are set forth in Schedule A.

Orientation of new directors is accomplished by ensuring that they attend at the Corporation's various production facilities and meet local management. Meetings with the Corporation's executives ensure that new directors are aware of the Corporation's policies, practises and major business issues. Given that the Corporation's directors are accomplished business executives who are generally engaged in the broader business community the Corporation does not have a formal continuous education policy. The Corporation does however make the Board and committees aware of emerging governance, legal and financial reporting issues that are relevant to the Corporation's affairs.

The Corporation has adopted a written code of conduct ("Code") for directors and employees of the Corporation. All directors shall receive a copy of the Code each year. Employees of the Corporation can obtain a copy from management at their place of work. The Board relies primarily on feedback from management, the Corporation's outside auditor and the whistleblower hotline in order to detect and deal with any infractions of the Code. A copy of the Code is also available on the SEDAR website. Directors who have any interest in any potential transaction or contract being considered by the Corporation are required to declare their interest in the matter and refrain from voting thereon.

The Corporation has 3 standing committees. These are the Audit Committee, the Human Resources and Compensation Committee and the Governance and Nominating Committee. These committees consist exclusively of independent directors. For Committee membership please see "Election of Directors". For further information regarding the composition and qualifications of the Audit Committee please see the Corporation's 2008 Annual Information Form, section "Audit Committee Composition and Qualifications".

The full Governance and Nominating Committee is responsible for reviewing, assessing and ultimately recommending to the Board suitable candidates for Board membership. The Chairman of the Board is ultimately responsible for initiating any Board changes. The HRC Committee is responsible for initiating, reviewing and recommending to the Board compensation arrangements for directors and officers. The Board is ultimately responsible for adopting these recommendations if it deems fit to do so.

The Board also has conducted regular assessments of its effectiveness and the effectiveness of individual directors through confidential surveys conducted by the HRC Committee.

GENERAL

Information contained herein is given as of December 12, 2008. The management of the Corporation knows of no matter to come before the 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.

Additional financial information is provided in the Corporation's comparative financial statements and Management Discussion & Analysis for fiscal 2008. Further information relating to the Corporation is available on SEDAR at 'www.sedar.com'. Security holders may request copies of the Corporation's financial statements and management discussion and analysis for fiscal 2008 by contacting the Corporation at its corporate offices at 130 Spy Crt., 2nd Floor, Markham, Ontario, L3R 5H6, Phone 905-477-3065, Fax 905-477-2449.

Toronto, Ontario	Paul Riganelli
December 12, 2008	VP Finance, CFO & Secretary

Schedule A

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 & 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, Chief Executive Officer 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 Chief Executive Officer ("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 Chief Financial Officer, 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.

Board of Directors Charter

1. Role of the Board

The Board of Directors of Exco Technologies Ltd. (the "Company") is elected by the Company's shareholders to supervise directly and through its committees, the management of the business and affairs of the Company, which are conducted by its officers and employees under the direction of the President and Chief Executive Officer ("CEO").

The primary stewardship responsibility of the Board of the Company is to ensure that Management conducts the business and affairs of the Company with the main objectives to enhance shareholder value in a manner that recognizes the concerns of other stakeholders in the Company, including its employees, suppliers, customers and the communities in which it operates, to continuously improve the Company's performance and quality of its products and services, and to ensure its continuous growth and development.

2. Duties and Responsibilities of the Board

The Board shall meet regularly to review reports by management on the performance of the Company. In addition to the general supervision of Management, the Board performs the following functions:

a) **strategic planning** –overseeing the strategic planning process within the Company and reviewing, approving and monitoring the Company's strategic plan, including fundamental financial and business strategies and objectives, taking into account, among other things, the opportunities and risks of the business, market and product global trends, and growth potential;

b) **risk assessment** – monitoring and assessing the principal risks of the Company's business and ensuring the implementation of appropriate systems to manage these risks;

c) **integrity of CEO and other executive officers** –to the extent feasible, satisfying itself as to the integrity of the CEO and other executive officers and satisfying itself that the CEO and other executive officers create a culture of integrity throughout the organization.

d) **senior management** – overseeing the selection, evaluation and compensation of the CEO and senior management and monitoring succession planning;

e) **maintaining integrity** –reviewing and monitoring the controls and procedures within the Company to maintain the integrity and accuracy of its financial reporting, internal controls, disclosure controls, management information systems and compliance with its Conflict of Interest Policy.

f) **expectations** –ensuring that its expectations of Management are understood, that the appropriate matters come before the Board and that the Board is kept informed of shareholder feedback

g) **CEO** –reviewing and approving, upon the recommendation of the Human Resource and Compensation Committee ('HRC Committee'), the appointment, compensation, and performance of the CEO and the succession plan for him and senior managers;

h) **Selection of Board nominees** –selecting, upon the recommendation of the Governance and Nominating Committee nominees for election as directors;

i) **Compensation of non-management directors** –reviewing and approving upon the recommendation of the HRC Committee, the compensation of non-management directors, and ensuring that their compensation adequately reflects the risks and responsibilities, and time commitment involved in being an effective director;

j) **Independent functioning** –ensuring that appropriate structures and procedures are in place so that the Board and its committees can function independently of Management.

k) **Approval of key policies** –reviewing and approving the key policy statements developed by Management for issues such as conflicts of interest, compliance, communications, environment, health and safety, and public disclosure;

l) **Approval of disclosure documents** –reviewing and approving the contents of the annual information form, annual and quarterly management's discussion and analysis, press releases in connection with quarterly and annual financial results and the corresponding financial statements, and the management proxy circular;

m) **Approval of financial activities**- reviewing and approving significant capital expenditures, raising of capital, significant loans and other major financial activities;

n) Approval of significant operations –reviewing and approving significant reorganizations, restructuring, acquisitions, and divestitures; and

o) **Corporate governance monitoring** –developing and monitoring, through the Governance and Nominating Committee, the systems of corporate governance of the Company.

3. Composition and Procedures

a) **Size of Board and selection process** – The size of the Board must be sufficient in number to ensure diversity of skills and perspectives and to provide useful experience to the Board supervising the management of the Company as well as to staff on the various Board committees, while allowing the Board to function efficiently and effectively. The Board reviews and approves the choice of candidates for nomination and election by the shareholders. Between annual meetings, the Board may appoint directors to service until the next annual meeting.

b) **Qualifications** –Directors should have the highest personal and professional ethics and values and be committed to advancing the best interests of the shareholders of the Company. They should possess skills and competencies in areas that are relevant to the Company's activities, solid business experience, good judgment, integrity, financial literacy and the ability to allocate the necessary time and effort to perform Board and committees duties. A majority of the Board shall be composed of independent directors within the meaning of section 1.4 of National Instrument 52-110 *Audit Committee.*

c) **Chairman of the Board –**The Board shall appoint a director to be Chairman of the Board. At all times the same person may not occupy the position of Chairman of the Board and of President and/or CEO.

d) **Director orientation –**Management is responsible for providing an orientation and education program for new directors with a view to ascertaining that all new directors fully understand the role of the Board and its committees, as well as the contribution individual directors are expected to make (including, in particular, the commitment of time and energy that the Company expects from its directors), and the nature and operation of the Company's business.

e) **Meetings** –The Board has at least five scheduled meetings a year. Additional meetings may be held when required. The Board is responsible for its agenda. Materials for each meeting will be distributed to the directors in advance of the meetings. At each of the five scheduled meetings, the final agenda item is an "in-camera' session which excludes management and non independent directors.

f) **Committees** –The Board has established three standing committees to assist the Board in discharging its responsibilities: the HRC Committee, the Governance and Nominating Committee and the Audit Committee. Special committees may be established from time to time to assist the Board in connection with specific matters. The chair of each committee reports to the Board following meetings of the committee.

g) **Evaluation** –The HRC Committee bears the responsibility to assess the Board's performance as a whole as well as that of individual directors, the committees of the Board and the contributions of individual directors.

h) **Compensation –**The HRC Committee recommends to the Board the compensation for non-management directors. In reviewing the adequacy and form of compensation, the committee seeks to ensure that the compensation reflects the responsibilities and risks involved in being a director of the Company and aligns the interests of the directors with the best interests of the shareholders.

i) **Access or independent advisors –**the Board, any committee and/or any director may at any time retain outside financial or legal advisors at the expense of the Company. The retention and the terms and conditions of the retention of external advisors shall receive prior approval by the HRC Committee.