MATERIAL CHANGE REPORT PURSUANT TO
SECTION 75(2) OF THE SECURITIES ACT (ONTARIO)
SECTION 85(1) OF THE SECURITIES ACT (BRITISH COLUMBIA)
SECTION 84(1) OF THE SECURITIES ACT, 1988 (SASKATCHEWAN)
SECTION 112 OF THE SECURITIES ACT (MANITOBA)
SECTION 118(1) OF THE SECURITIES ACT (ALBERTA)
SECTION 81(2) OF THE SECURITIES ACT (NOVA SCOTIA)
SECTION 76(2) OF THE SECURITIES ACT, 1990 (NEWFOUNDLAND)
SECTION 73 OF THE SECURITIES ACT (QUEBEC)

1. **Reporting Issuer:**

   Exco Technologies Limited
   60 Spy Court
   Markham, ON, L3R 5H6.

2. **Date of Material Change:**

   November 15, 2000.

3. **Press Release:**

   The press release of Exco Technologies Limited ("Exco") and Techmire Ltd. ("Techmire") disclosing the material change that is the subject of this material change report was issued on November 15, 2000. A copy of the press release is attached.

4. **Summary of Material Change:**

   On November 15, 2000, Exco and Techmire announced that their respective boards of directors approved a take-over bid to be made by Exco for all the issued and outstanding common shares in the capital of Techmire (the "Shares").

5. **Full Description of Material Change:**

   On November 15, 2000, Exco announced its intention to make an offer (the "Offer") to purchase all the Shares in exchange for $3.85 cash for each Share.

   On November 15, 2000, Exco also announced that it had entered into a support agreement with Techmire setting out the terms and conditions of the Offer. In addition, certain shareholders of Techmire, together with a holding company of one of them entered into a lock-up agreement with Exco pursuant to which they agreed to tender their respective Shares to the Offer.

   The Offer is to be made to all shareholders of Techmire by way of a take-over bid circular to be mailed on or before November 25, 2000.

The Offer is subject to certain conditions including, without limitation: (i) there having been validly deposited and not withdrawn under the Offer as at 5:00 p.m. (Montreal time) on December 18, 2000 (the "Expiry Time"), that number of Shares which represents not less than the greater of (A) 66 2/3% of the Shares outstanding calculated (on a fully diluted basis) as at the Expiry Time and (B) a majority of the Shares outstanding calculated (on a fully diluted basis) as at the Expiry Time other than Shares held at the Expiry Time by or on behalf of shareholders of Exco who have entered into the Lock-up Agreement; (ii) the receipt of all necessary regulatory approvals; and (iii) there shall not exist or have occurred any undisclosed condition, event, development or change in or relating to Techmire or its Subsidiary which, in Exco's sole judgment, could reasonably constitute a material adverse effect (i.e. any effect that is, or would reasonably be expected to be, material and adverse to the business, assets, liabilities, financial condition, results of operations or prospects of Techmire and its Subsidiary taken as a whole, or to the value of the Shares, other than any effect resulting from (i) general economic, financial or market conditions; or (ii) any event or item identified as having a material adverse effect.

6. **Reliance on Section 75(3) of the Act:**

No reliance.

7. **Omitted Information:**

Not applicable.

8. **Senior Officer:**

The following officer of Exco is knowledgeable about this material change report and may be contacted by the Securities Regulatory Authorities:

Scott Bond
Vice-President, Finance and Chief Financial Officer
Telephone: 905.477.3065

9. **Statement of Senior Officer:**

The undersigned, on behalf of Exco hereby certifies that the foregoing accurately discloses the material change referred to herein.

DATED at Toronto this 21st day of November, 2000.

"Scott Bond"
Scott Bond
Vice-President, Finance and Chief Financial Officer