

**CALIAN TECHNOLOGY LTD.**

**ANNUAL INFORMATION FORM**

**FOR THE YEAR ENDED**  
**SEPTEMBER 30, 2002**

January 22, 2003

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Note: In this Annual Information Form, all references to specific fiscal years are references to the fiscal year ended September 30 of the year named. All references to "\$" or "dollars" are references to Canadian dollars, unless otherwise specified.

## **1.0 THE COMPANY**

Calian Technology Ltd. was incorporated under the *Canada Business Corporations Act* pursuant to Articles of Incorporation dated September 27, 1982. The registered office of the Company is located at 2 Beaverbrook Road, Kanata, Ontario, K2K 1L1. The Company has the following operating subsidiaries:

- Calian Ltd., located in Kanata, Ontario and incorporated under the laws of Canada;
- Calian Inc., located in Arlington, Virginia and incorporated under the laws of the State of Virginia; and
- Calian Technology (US) Ltd., located in Arlington, Virginia and incorporated under the laws of the State of Delaware.

Unless the context otherwise requires, the "Company" or "Calian" refers to Calian Technology Ltd. together with its subsidiaries. Each subsidiary is wholly owned by Calian Technology Ltd., except that Calian Technology (US) Ltd. is wholly owned by Calian Inc.

## **2.0 GENERAL DEVELOPMENT OF THE BUSINESS**

Calian was founded in 1982 as a consulting firm providing quality assurance services to Canadian high technology companies. The Company has grown through a combination of strategic acquisitions and sales and marketing initiatives to sales of almost \$132 million in fiscal 2002 and is now focused on the provision of systems engineering and staffing and outsourcing services to industry and government. The Company entered fiscal year 2003 with an order backlog of \$123 million, of which approximately 66% pertains to fiscal 2003 and 19% pertains to fiscal year 2004.

On January 1, 2000, all of the Company's Canadian subsidiaries were amalgamated to form Calian Ltd.

Effective February 1, 2000, the Company acquired all of the outstanding shares of MacDonald & Brisson Personnel Services Ltd. ("M&B"), a staffing services company, for cash and debt consideration totalling \$1,490,000. M&B was amalgamated with Calian Ltd. on October 1, 2001.

On April 1, 2000, the Company acquired all of the issued and outstanding shares in the capital of Productivity Point International Canada Ltd. ("PPI"), a company, which through its three subsidiaries operated classroom learning and e-learning businesses. The consideration for this transaction was \$741,000 in cash and 220,000 common shares of the Company.

## **2.0 GENERAL DEVELOPMENT OF THE BUSINESS (Continued)**

In June 2001, PPI and its subsidiaries were amalgamated to form Calian (Ontario) Inc., which was then wound up into Calian Ltd.

During fiscal year 2001 it was determined that the financial results of Calian's eServices business (eLearning, management consulting and other related areas) were unsatisfactory. During the first quarter of 2001 reductions to the workforce were implemented, and on May 16, 2001 Calian's Board of Directors approved a plan to dispose of eServices, which plan consisted of further reducing the workforce and facilities and selling the resized business. The effective date of disposal was June 30, 2001.

The assets disposed of were the capital assets (leaseholds, furniture, and computers) that were used in eServices business. The Company recorded a loss on disposal of this business as described in the consolidated financial statements and in Management's Discussion and Analysis. The loss on disposal included losses on capital assets and goodwill, rationalization costs, and the loss on operations from May 16 to June 30, 2001.

## **3.0 DESCRIPTION OF BUSINESS**

Calian Technology Ltd. is an international company focused on creating shareholder value through the provision of diversified technology, professional and administrative services.

During the first two quarters of fiscal 2001 the Company operated in three reportable segments described below, defined by their primary type of service offering, namely Systems Engineering, Staffing and Outsourcing Services and eServices. Systems Engineering involves planning, designing and implementing solutions that meet a customer's specific business and technical needs in the communications sector. Staffing and Outsourcing Services involves both short and long-term placements of personnel to augment customers' workforces (Staffing), as well as the long-term management of projects, facilities and customer business processes (Outsourcing). During the third quarter of fiscal 2001 the Company discontinued its operations of the eServices business (eLearning, training delivery, management consulting and related areas).

Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision maker, regarding how to allocate resources and assess performance. The Company's chief operating decision maker is the Chief Executive Officer.

The Company evaluates performance and allocates resources based on earnings before interest and income taxes. The accounting policies of the segments are the same as those described in the significant accounting policies contained in the Company's 2002 Annual Report.

**3.0 DESCRIPTION OF BUSINESS (Continued)**

For the Fiscal Year ending September 30, 2002 (in thousands of dollars)

	Systems Engineering	Staffing and Outsourcing	Corporate and Other (a)	Total
Revenue	\$ 46,373	\$ 85,503	\$ -	\$ 131,876
Operating expenses	40,678	82,491	1,539	124,708
Amortization	754	1,055		1,809
Earnings before interest and income taxes	4,941	1,957	(1,539)	5,359
Interest income				202
Income tax expense				2,142
Net earnings				\$ 3,419
Total assets other than cash	\$ 14,324		\$ 31,215	\$ 45,539
Cash				9,488
Total Assets				\$ 55,027
Capital asset expenditures	\$ 551		\$ 237	\$ 788

For the Fiscal Year ending September 30, 2001 (in thousands of dollars)

	Systems Engineering	Staffing and Outsourcing	Corporate and Other (a) (b)	Total
Revenue	\$ 40,022	\$ 80,626	\$ -	\$ 120,648
Operating expenses	35,503	78,174	2,775	116,452
Amortization	759	1,137	120	2,016
Special charge	-	182	149	331
Earnings before interest and income taxes	3,760	1,133	(3,044)	1,849
Interest income				201
Income tax expense				2,368
Earnings (loss) from continuing operations				(318)
Discontinued operation				(14,376)
Net earnings (loss)				\$ (14,694)
Total assets other than cash	\$ 8,118		\$ 34,118	\$ 42,236
Cash				12,211
Total Assets				\$ 54,447
Capital asset expenditures	\$ 428		\$ 741	\$ 1,169

- (a) Includes corporate services costs not appropriate to allocate to the operating segments.  
 (b) Total assets include the assets of the eServices business.

### **3.0 DESCRIPTION OF BUSINESS (Continued)**

The Company's revenues from all foreign countries represent approximately 32% in fiscal 2002 and 27% in fiscal 2001. Revenues from external customers are attributed as follows:

	<b>2002</b>	<b>2001</b>
Canada	68%	73%
United States	14%	15%
Europe	18%	11%
Other	0%	1%

Revenues are attributed to foreign countries based on the location of the customer. No significant assets are held outside of Canada.

Revenues from various departments and agencies of the Canadian Federal Government represented 37% (2001, 38%) of the Company's total revenues. Both operating segments conduct business with this major customer.

In 2002, revenue from a call-center business accounted for 22% of the Company's total revenues (2001, 24%) (all from the Staffing and Outsourcing segment).

### **3.1 Systems Engineering**

Prior to January 1, 2000, Calian Ltd.'s System Engineering Division was incorporated as SED Systems Inc. and is still referred to as "SED" today.

SED's core business is the provision of communication systems that benefit from the experience and capabilities gained over 37 years in business. The primary market is the satellite industry but the division is beginning to apply its capabilities and expertise to adjacent markets with needs for similar systems and services.

SED generally acts as a systems integrator, working with its customers on a project basis to develop custom systems tailored to specific operational requirements. From one project to the next, system architecture, core software modules and custom hardware are reused as much as possible to reduce development time, cost and technical risk.

SED's core competencies that combine to differentiate the division from its competitors include strong project management capability and experience, engineering know-how in systems, radio frequency, and software disciplines, and a cradle-to-grave, full service approach to fully address customer needs throughout project life cycles.

### **3.1 Systems Engineering (Continued)**

Approximately 60-70% of SED's annual revenues are from export sales. The business is characterized by long-term, firm fixed price contracts, won through competitive tenders, often spanning more than one fiscal year and often containing a high proportion of other direct costs. In certain cases, the sale and installation of systems can lead to subsequent operations and maintenance support contracts.

SED's customers include major satellite manufacturers, operators and service providers worldwide - SED's systems are now operating on six continents. Contract manufacturing services are also provided to telecommunications, aviation and military customers in North American markets. Systems and services are provided through four business units: Network Management Systems, Communications Systems, Services and Test Solutions.

#### Network Management Systems

Based on open standards models, SED's Network Management business unit provides network-level support and control of satellite communications systems. These systems attend to all levels of management including business, service, network and element management and are able to access all system elements from anywhere in the network. Their purpose is to help ensure that precious network resources are utilized efficiently - to improve performance and quality of service for the user and profitability for the operator.

For example, the Global Resource Monitoring system that SED is providing to Inmarsat's Broadband Global Area Network program is a software management tool that dynamically allocates satellite channels to earth stations in the various ocean regions, based on the global frequency plan for each region.

#### Communications Systems

The Communication Systems business unit provides a range of products, primarily to satellite manufacturers, operators and service providers. The most important of these are radio frequency (RF) systems and satellite test systems.

**RF Systems:** These systems provide a radio frequency link from an earth station to an orbiting satellite - for control and monitoring of the spacecraft and for communications traffic. Examples include the 35 metre antenna that SED is providing to the European Space Agency for use with their deep space missions, the RF systems being provided for Inmarsat's BGAN program and the RF portion of the feederlink and uplink stations provided to WorldSpace and XM Satellite Radio.

**Satellite Test Systems:** These products verify the proper operation of communications payloads during factory integration and on-orbit. SED is arguably the world's leading supplier of in-orbit test systems in the commercial satellite marketplace due to the significant heritage of systems developed and delivered over a 20-year period.

### **3.1 Systems Engineering (Continued)**

#### Services

##### *Satellite Operations*

With the launch of RADARSAT, Canada's first remote sensing satellite, SED controls and monitors the satellite in orbit under contract to the Canadian Space Agency. At the Mission Control Centre at CSA headquarters and a TT&C facility adjacent to SED's building, a team of more than 30 engineers and technicians provide their expertise in payload and bus engineering analysis, orbit prediction and maintenance, and payload scheduling and commanding.

##### *Contract Manufacturing*

SED's manufacturing operation produces high-reliability commercial, military and aerospace equipment in low to medium volumes. Capabilities include surface mount technology, circuit card assembly, wire harness and cable assembly, automated testing and environmental stress screening.

#### Test Solutions

SED has a business development office in Calgary, Alberta, where SED is applying its RF and test expertise to determine the needs of major international telecommunications equipment companies and provide innovative solutions.

### **3.2 Staffing and Outsourcing Services**

The Staffing and Outsourcing segment assists customers by providing recruiting and placement services, strategic long-term outsourcing services and per-diem staffing services. The market for the individual service offering is very broad and very competitive with numerous companies supplying similar individual services offerings. These competitors are comprised of local or regional SME's that typically supply one or two similar services into a specific niche market, or large Multinational firms that specialize in either Outsourcing ( i.e. PWC or CGI) or Staffing (ie Manpower, Kelly or Ajilon). Calian has not encountered a competitor that offers a similar range of services into the markets addressed below. In fact, the market realities are such that Calian often teams with competitors on specific opportunities in regional markets.

Calian provides its services to customers by utilizing long term contracting arrangements that typically last for more than one year and more often than not include customer options to renew or extend the periods of the contract. These long term arrangements take the form of qualified vendor lists, standing offers, supply arrangements, managed service arrangements and formal contracts for service. These arrangements are usually won in a competitive environment in response to a formal request for proposal issued by Calian's customers. Calian prepares, prices and submits a formal response to the customer request and, if selected as the preferred vendor, is usually awarded a multi year contracting vehicle to supply its services.

### **3.2 Staffing and Outsourcing Services (Continued)**

Calian's breadth of service offerings and its across-the-board concentration on the core skills of recruiting, proposal writing and contract management (i.e., employee and customer satisfaction) yields a strong competitive position in the overall professional/administrative service market. While government spending is under tight controls and slightly unpredictable, business does exist for companies who have the financial strength to weather down periods and the discipline to adjust costs to dips in revenue. The development of a strong back office team and renewed emphasis on quality and business development ensures that we can identify and win new business opportunities and that we can accommodate that new business in a scalable fashion (i.e., without corresponding linear back office growth). In addition, the downturn for some high tech companies in the region has produced a candidate rich environment that can simplify the process of finding candidates who match a customer's requirements.

#### Outsourcing

Calian's Outsourcing Division offers its customers the opportunity to focus on what they do best by providing resources to perform a variety of functions on a multi-year contract basis. Calian's team of outsourcing managers supported by solid processes and quality control systems provides confidence to our customers.

Calian's outsourcing clients, primarily Canadian federal public sector departments, benefit from reduced operating costs, superior service and quality and, most importantly, the ability to focus their vital resources on key organizational priorities. The depth of Calian's skills and its ability to develop full partnerships with its clients means Calian is an effective contributor to the success of each of our outsourcing clients. We take a long-range view of each client's success, by working to anticipate their needs, delivering new capabilities and evaluating and re-energizing existing programs.

#### Staffing

Calian Staffing Services Division offers its private and public sector customers an effective solution to managing the ebb and flow of their "people" needs. Founded on the premise of "just-in-time" or flexible staffing, Calian provides contract resources to augment the efforts of our customers' internal teams. Whether their requirement is for a day, a week or a year, Calian's Staffing services will ensure that the Calian resource solution provided meets both the business requirements and fits with our customer's corporate culture.

Calian Staffing options include hourly resources, contract professionals, permanent/executive search services and contract-to-hire service packages. Calian's success in the marketplace and ability to deliver consistent value to its clientele is due to our recognition that we serve two client groups: our corporate clients and our flexible workforce. Calian's delivery organization works to ensure complete client satisfaction and, as a result, contractor/staff retention. The Staffing Services Division continually builds and maintains an inventory of as-and-when required resources to supplement our clients' staff.

### **3.3 Research and Development**

All research costs are expensed as incurred. Development costs are deferred once technical feasibility has been established and all criteria for deferral under generally accepted accounting principles are met.

The Company's most effective means of developing saleable systems is to win a contract on a competitive basis and invest the necessary development funds to complete the contract. After building an initial new system, the Company then possesses a core technology, which can be subsequently resold in order to generate profits and recapture development costs. This process has been used by the Company for the development of many of the systems it currently sells.

Consistent with the focus on technical and professional services, the Company does not expect to undertake significant research and development expenditures that are not funded by customers. Accordingly, any unfunded research and development undertaken will be to ensure that the Company's services practices remain competitive in the market, and will not be significant.

### **3.4 Employees**

As at September 30, 2002, the Company had approximately 2,300 employees, 220 of whom are personnel of the Systems Engineering Division and the balance of whom are employed within the Staffing and Outsourcing segment. A fundamental strategy of the Company is to maintain, as far as possible, a flexible workforce that can adapt to the changing requirements of our customers. Under this approach to business, it is necessary to maintain a significant number of employees as contract employees.

The Company maintains facilities in Kanata, Ottawa, Toronto, Calgary and Saskatoon, Canada, and in Virginia, USA. All of the offices are located in rented premises. A portion of the furniture and fixtures and the computer equipment used by the company is covered by capital leases. As at September 30, 2002, the net value of the Company's fixed assets was \$4.3 million.

### **3.5 The Market**

Calian's two segments operate within the broad category of technical, professional and administrative services. The definition of the market is relatively consistent – the provision of technology services through a variety of outsourcing, staffing and systems engineering services. This industry has evolved into a sophisticated business supplying a wide variety of human resources and technical requirements.

With the ever increasing push to “do more with less”, organizations are faced with significant requirements to balance their workforces. In addition, these same organizations are seeking operational efficiencies through the use of suppliers and outsourcing companies so as to ensure that they can focus on their core business activities.

### **3.6 The Company's Strategy**

The Company benefits from a clear vision and definition of its business combined with many years of experience in the technical, professional and administrative services market. It has a team of more than 2,300 professionals who offer a diverse combination of technology services.

Its specialization and past experiences within the telecommunications industry leaves it well positioned to continue to capitalize on the technical, staffing and outsourcing services requirements within this important segment of the North American high technology sector.

Calian intends on achieving profitable growth primarily through an increase in the existing business base. The Company will attempt to diversify its revenue and customer base so as to ensure that the revenue mix will produce the most optimal profitability over the long term. The Company will continue to optimize its operations to ensure the gross margins are maximized while the overhead expenses and other direct costs of the operation are maintained or lowered.

#### **Sales and Marketing**

The Staffing and Outsourcing Services segment employs a direct sales force with specific sales goals. Through a large contact base, excellent client service, the provision of value added services, and constant contact with customers, this segment of the Company enjoys significant repeat business. New opportunities are sought out regularly and should the Company not possess the requisite skill set, then a strategic alliance is sought with the most appropriate teaming partner. The Company has successfully teamed with a large number of consulting and staffing services firms.

Commercial contracts for ground control equipment systems are typically awarded by open or selective tender based on complex and detailed requests for proposals. Calian relies on its reputation and industry relationships to ensure that it is included on the list of bidders. The Company visits existing customers on a regular basis to maintain a presence with them. The Company also participates in trade shows and trade organizations. In selected foreign countries, the Company has retained agents who assist in the marketing of its systems.

#### **Competition**

Within the outsourcing and staffing services market Calian competes with a large number of small firms as well as larger staffing companies such as Manpower and Adecco.

For Systems Engineering, the competition varies by market and by product type. The Company often competes with its customers as there is usually a make versus buy decision. Some of the key competitors in this sector are Alcatel, Raytheon, and the satellite manufacturers consisting of Lockheed Martin, Space Systems Loral, and Boeing Satellite Systems. The Company competes for contracts on the basis of system design, flexibility, price, delivery capability and reputation. Procurement is generally by open tender, except in the case of system upgrades, and usually attracts three or more qualified bidders.

### **3.6 The Company's Strategy (Continued)**

In the domestic defence market, the Company faces considerable competition not only from other subcontractors, but also from prime contractors. Nevertheless, management believes that the Company will sustain its share of the market through strategic teaming arrangements and competitive advantages, including its reputation for quality, favourable labour costs and military communications systems engineering and manufacturing capability.

### **4.0 SELECTED CONSOLIDATED FINANCIAL INFORMATION**

The following is a summary of certain selected financial information that is qualified by the more detailed information appearing in the Company's audited financial statements for the year ended September 30, 2002. The Company's audited financial statements as detailed in the Company's 2002 Annual Report is incorporated by reference into this Annual Information Form.

#### **4.1 Income Statement Data**

	<b>Year Ended September 30</b>		
	<b>2002</b>	<b>2001</b>	<b>2000</b>
	(dollars in thousands, except per share data)		
Revenues	\$ 131,876	\$ 120,648	\$ 114,294
Earnings (loss) from continuing operations	\$ 3,419	\$ (318)	\$ 13,912
Net earnings (loss)	\$ 3,419	\$ (14,694)	\$ 12,444
Per common share			
Earnings (loss) from continuing operations			
Basic	\$ 0.41	\$ (0.03)	\$ 1.46
Diluted	\$ 0.41	\$ (0.03)	\$ 1.33
Net earnings (loss)			
Basic	\$ 0.41	\$ (1.51)	\$ 1.30
Diluted	\$ 0.41	\$ (1.51)	\$ 1.19
Dividends	\$ 0	0	0

The results of operations of the eServices business have been classified as a discontinued operation in 2001 and 2000. The difference between Earnings (loss) from continuing operations and Net earnings (loss) is represented by the after tax losses of the discontinued operation.

#### **4.1 Income Statement Data (Continued)**

Effective with the fourth quarter of 2000, the Company changed its policy for accounting for income taxes as described in its financial statements included in the 2001 Annual Report. The provisions of Section 3465 of the Handbook of the Canadian Institute of Chartered Accountants were adopted as of October 1, 1999, retroactively without restatement of prior period financial statements. The one-time positive impact on net earnings in the fiscal year ended September 30, 2000 of the application of CICA Section 3465 for the first time was \$9,931,000. The Company now reports its results on a fully taxed basis, although significant cash taxes may not be payable for several years.

In December 2001 the Company purchased for cancellation 1,786,956 of its outstanding common shares under a substantial issuer bid for \$5,003,000 plus associated costs. During 2002, the Company also purchased for cancellation 79,500 (or 0.8%) of its outstanding common shares under a normal course issuer bid for \$306,000.

#### **4.2 Balance Sheet Data**

	As At September 30,		
	2002	2001	2000
	(dollars in thousands)		
Total assets	\$ 55,027	\$ 54,447	\$ 69,997
Long-term debt, including current portion	\$ 345	\$ 505	\$ 891

#### **4.3 Dividends**

The Company intends to declare a quarterly dividend in line with its overall financial performance and cash flow generation. Decisions on dividend payments are made on a quarterly basis by the Board of Directors. There can be no assurance as to the amount of such dividends in the future.

On November 12, 2002 the Board elected to pay a dividend of \$0.04 per share. For the fiscal year 2001, the Board concluded, based on its review of relevant factors that the Company would not declare a dividend.

### **5.0 MANAGEMENT'S DISCUSSION AND ANALYSIS**

Management's Discussion and Analysis of Financial Position and Results of Operation as detailed in the Company's 2002 Annual Report is incorporated by reference into this Annual Information Form.

### **6.0 MARKET FOR SECURITIES**

The common shares of the Company are listed and posted for trading on The Toronto Stock Exchange under the symbol CTY.

## 7.0 DIRECTORS AND OFFICERS

### Directors

Directors are elected each year at the annual meeting of the shareholders of the Company. The next annual meeting of the shareholders will be held on February 26, 2003. The following table presents the name, municipality of residence, period of service and principal occupation of each of the directors of the Company.

Name and present principal occupation	Became a director
Larry O'Brien Ottawa, Ontario Chairman and Chief Executive Officer of the Company	1982
W. G. Donald Armstrong <sup>(2)</sup> Ottawa, Ontario President, Armstrong Shoes Ltd.	1984
Anthony F. Griffiths <sup>(1),(2)</sup> Toronto, Ontario Corporate Director	1993
William G. Breen <sup>(3)</sup> Ottawa, Ontario Corporate Director	1998
Kenneth J. Loeb <sup>(3)</sup> Ottawa, Ontario President, Capital Box of Ottawa Limited	2001

#### NOTES:

- (1) Lead Director
- (2) Members of Compensation and Governance Committee
- (3) Members of Audit Committee

## Officers

The following table presents the name, municipality of residence and position held by each of the executive officers of the Company.

<u>Name and Municipality of Residence</u>	<u>Position with the Company</u>
Larry O'Brien Ottawa, Ontario	Chairman of the Board of Directors and Chief Executive Officer
Ray Basler Saskatoon, Saskatchewan	President and Chief Operating Officer
Jacqueline Gauthier Gatineau, Quebec	Vice President, Chief Financial Officer and Corporate Secretary
Tom Coates Ottawa, Ontario	Vice President and General Manager, Staffing and Outsourcing
Brent McConnell Saskatoon, Saskatchewan	Vice President and General Manager, Systems Engineering

All of the above-mentioned persons have held the principal occupation set opposite their names for the last five years except Larry O'Brien who prior to May 9, 2000 and from April 17, 2001 to August 6, 2002 was Chairman, President and Chief Executive Officer and between May 9, 2000 and April 16, 2001 was Chairman of the Company; Ray Basler who prior to September 27, 2001 was President of Calian's Systems Engineering Division and from September 28, 2001 to August 6, 2002 was Executive Vice-President and Chief Operating Officer while remaining President of Calian's Systems Engineering Division and prior to November 25, 1998 was Vice President of Systems Engineering; Jacqueline Gauthier was promoted to Chief Financial Officer and Corporate Secretary on March 7, 2002 and prior to that was Vice President of Finance for one of the Company's subsidiaries and prior to October 2000 was Director, Special Projects of Domtar Inc. and prior to December 1998 was Controller, Corporate Division of E.B. Eddy Forest Products Ltd (both pulp and paper and wood products manufacturers); Tom Coates was promoted on May 1, 1999 to the position of Vice President, Staffing and Outsourcing and prior to that was Vice President, Staffing Services for one of the Company's subsidiaries and prior to that was the Vice President of Finance for one of the Company's subsidiaries; prior to March 30, 1998 Brent McConnell was Business Unit manager, satellite ground systems.

As of January 22, 2003 the directors and officers of the Company as a group, beneficially own, directly and indirectly, or exercise control over 15.4% of the Common Shares.

**8.0 ADDITIONAL INFORMATION**

The Company shall provide to any person or company, upon request to the Secretary of the Company at the head office thereof:

- (a) when the securities of the Company are in the course of a distribution under a preliminary short-form prospectus or a short-form prospectus:
  - (i) one copy of the annual information form of the Company together with one copy of any document, or the pertinent pages thereof, incorporated by reference in the annual information form;
  - (ii) one copy of the comparative financial statements of the Company for its most recently completed financial year together with the accompanying report of the auditors and one copy of any published interim financial statements of the Company subsequent to the financial statements for its most recently completed financial year;
  - (iii) one copy of the information circular of the Company in respect of its most recent annual meeting of shareholders that involved the election of directors;
  - (iv) one copy of any other documents that are incorporated by reference into the preliminary short-form prospectus or the short-form prospectus and are not required to be provided under (i), (ii) or (iii) above; or
- (b) at any other time, one copy of any other documents referred to in (a) (i), (ii) or (iii) above, provided the Company may require the payment of a reasonable charge if the request is made by a person or company who is not a security holder of the Company.

Additional information, including directors' and officers' remuneration and indebtedness and principal holders of the Company's securities is contained in the Company's Management Proxy dated January 10, 2003 prepared in connection with its annual general meeting of shareholders to be held on February 26, 2003. Additional financial information is provided in the Company's comparative financial statements for its most recently completed financial year. A copy of such documents may be obtained upon request from the Secretary of the Company.