CSI WIRELESS INC.

NOTICE OF SPECIAL AND ANNUAL GENERAL MEETING

and

MANAGEMENT PROXY CIRCULAR

WITH RESPECT TO THE

SPECIAL AND ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD MAY 13, 2003

CSI WIRELESS INC.

NOTICE OF
SPECIAL AND ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that a Special and Annual General Meeting (the "Meeting") of the shareholders of CSI Wireless Inc. (the "Corporation" or "CSI") will be held at the Bonavista Room, Westin Hotel, 4th Avenue and 3rd Street S.W., Calgary, Alberta on Tuesday, May 13, 2003 at 3:00 p.m. in the afternoon (Calgary time) for the following purposes:

1. To receive and consider the financial statements of the Corporation, together with the report of the auditors thereon, for the year ended December 31, 2002;

2. To fix the number of Directors to be elected at the Meeting at seven (7);

3. To elect Directors for the ensuing year;

4. To appoint auditors for the ensuing year and to authorize the Board to fix their remuneration;

5. To consider and, if thought advisable, to pass an ordinary resolution approving the future issuance of Common Shares of the Corporation by way of private placement in excess of 25% of the outstanding Common Shares of the Corporation, all as more particularly described in the Information Circular; and

6. To transact such other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular - Proxy Statement accompanying and forming part of this Notice.

The directors of the Corporation have fixed a record date for the purpose of determining the shareholders entitled to receive notice of the Meeting. Each person who is a holder of common shares of record at the close of business on March 24, 2003 (the "Record Date") will be entitled to notice of, and to attend and vote at, the Meeting except, to the extent that such a shareholder transfers the ownership of any of his/her shares after the Record Date and the transferee of those shares establishes that he/she owns such shares and demands, not later than ten days before the Meeting, that his/her name be included in the list of shareholders entitled to vote at the Meeting, such transferee will be entitled to vote such shares at the Meeting.

Shareholders of the Corporation who are unable to attend the Meeting in person are requested to date and sign the enclosed Instrument of Proxy and to mail it to or deposit it with the Corporation, c/o Computershare Trust Company of Canada, 600, 530 - 8th Avenue S.W., Calgary, Alberta, T2P 3S8. In order to be valid and acted upon at the Meeting, instruments of proxy must be returned to the aforesaid address not less than 48 hours, excluding Saturdays and holidays, preceding the Meeting or any adjournment thereof.

DATED at Calgary, Alberta, this 24th day of March, 2003.

BY ORDER OF THE BOARD OF DIRECTORS

(signed)"Stephen A. Verhoeff"
Chief Executive Officer

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GLOSSARY OF TERMS

The following is a glossary of certain terms used in this Information Circular.

"Board" means the board of directors of CSI as presently constituted;

"Business Day" means a day, other than a Saturday, Sunday or statutory holiday when banks are generally open for the transaction of banking business;

"Common Shares" means the common shares of CSI, as presently constituted;

"Corporation" or **"CSI"** means CSI Wireless Inc., a corporation incorporated pursuant to the laws of the Province of Alberta;

"Guidelines" means the guidelines adopted by the TSX relating to corporate governance matters;

"Information Circular" means this management proxy circular in respect of the Meeting;

"Meeting" means the special and annual general meeting of the shareholders of CSI to be held on May 13, 2003;

"Record Date" means the record date for the Meeting, being March 24, 2003;

"TSX" means The Toronto Stock Exchange;

CSI WIRELESS INC.

INFORMATION CIRCULAR - PROXY STATEMENT

Special and Annual General Meeting of Shareholders to be held on May 13, 2003

PART I - INTRODUCTION

This Information Circular - Proxy Statement is furnished in connection with the solicitation of proxies by the management of CSI Wireless Inc. (the "Corporation" or "CSI") for use at the Special and Annual General Meeting of Shareholders of the Corporation (the "Meeting") to be held at the Bonavista Room, Westin Hotel, 4th Avenue and 3rd Street S.W., Calgary, Alberta on Tuesday, May 13, 2003 at 3:00 p.m. in the afternoon (Calgary time) and at any adjournment thereof, and on every ballot that may take place in consequence thereof, for the purposes set forth in the Notice of Special and Annual General Meeting of Shareholders.

Unless otherwise stated, the information contained in this Information Circular is given as at March 15, 2003.

No person has been authorized by CSI to give any information or make any representations in connection with the transactions herein described other than those contained in this Information Circular and, if given or made, any such information or representation must not be relied upon as having been authorized by CSI.

PART II - GENERAL PROXY INFORMATION

Solicitation of Proxies

The board of directors of CSI has fixed the record date for the Meeting at the close of business on March 24, 2003 (the "Record Date"). Only holders of common shares of the Corporation (the "Common Shares") of record as at that date are entitled to notice of the Meeting. Shareholders of record will be entitled to vote those shares included in the list of shareholders entitled to vote at the Meeting prepared as at the Record Date, unless any such shareholder transfers shares after the Record Date and the transferee of those shares, having produced properly endorsed certificates evidencing such shares or having otherwise established that he owns such shares, demands, not later than ten (10) days before the Meeting, that the transferee's name be included in the list of shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such shares at the Meeting.

At the close of business on March 15, 2003, there were 21,748,077 Common Shares issued and outstanding. Two persons present in person and holding or representing not less than five (5%) percent of the Common Shares entitled to vote thereat will constitute a quorum at the Meeting.

Appointment of Proxies

Instruments of proxy must be mailed so as to reach or be deposited with the Corporation, % Computershare Trust Company of Canada, 600, 530 - 8th Avenue S.W., Calgary, Alberta, T2P 3S8, not less than 48 hours, excluding Saturdays, Sundays and holidays, preceding the Meeting or any adjournment thereof.

Instruments of proxy must be in writing and must be executed by the shareholder or his attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. Persons signing as executors, administrators, trustees, etc. should so indicate and give their full title as such.

The persons named in the enclosed Instrument of Proxy are officers and directors of the Corporation. Each shareholder has the right to appoint a person or persons, who need not be shareholders of the Corporation, other than the persons designated in the Form of Proxy furnished by the Corporation, to attend and act on such shareholder's behalf at the Meeting. To exercise such right, the names of management's nominees may be crossed out and the name(s) of the shareholder's nominee(s) legibly printed in the blank space provided, or another appropriate instrument of proxy may be submitted.

Revocability of Proxy

An instrument of proxy may be revoked at any time prior to the exercise thereof. If a person who has given a proxy attends personally at the Meeting at which such proxy is to be voted, such person may revoke the proxy and vote in person. In addition to revocation in any other manner permitted by law, a shareholder may revoke a proxy by depositing an instrument in writing executed by the shareholder or by its attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized, and deposited at the registered office of the Corporation, 4110 - 9th Street S.E., Calgary, Alberta, T2G 3C4, at any time up to and including the last business day before the day of the Meeting, or any adjournment thereof, or with the Chairman of the Meeting on the day of the Meeting, or any adjournment thereof, and upon either of such deposits the proxy is revoked.

Persons Making the Solicitation

This solicitation is made on behalf of the management of the Corporation. The costs incurred in the preparation and mailing of the Instrument of Proxy, the Notice of Special and Annual General Meeting of Shareholders and this Information Circular - Proxy Statement will be borne by the Corporation. In addition to the use of mail, proxies may be solicited by personal interviews, telephone or other means of communication by directors, officers and employees of the Corporation, none of whom will be specifically remunerated therefor.

Exercise of Discretion

The shares represented by the Instrument of Proxy furnished by the Corporation, where the shareholder specifies a choice with respect to any matter to be acted upon, will be voted or withheld from voting on any ballot in accordance with the specification so made. In the absence of such specification, such shares will be voted in favour of the matters described in the Notice of Special and Annual General Meeting of Shareholders. **The persons appointed under the Instrument of Proxy furnished by the Corporation are conferred discretionary authority with respect to amendments or variations of those matters specified in the Instrument of Proxy and with respect to any other matters which may properly be brought before the Meeting or any adjournment thereof. At the time of the printing of this Information Circular - Proxy Statement, the management of the Corporation knows of no such amendment, variation or other matter.**

Advice to Beneficial Holders of Securities

The information set forth in this section is of significant importance to many public shareholders of CSI, as a substantial number of the public shareholders of CSI do not hold shares in their own name. Shareholders who do not hold their shares in their own name (referred to in this Information Circular as "Beneficial Shareholders") should note that only proxies deposited by shareholders whose names appear on the records of CSI as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those shares will not be registered in the shareholder's name on the records of CSI. Such shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depositary for Securities, which acts as nominee for many Canadian brokerage firms). Shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers/nominees are prohibited from voting shares for their clients. The directors and officers of CSI do not know for whose benefit the shares registered in the name of CDS & Co. are held.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided to registered shareholders. However, its purpose is limited to instructing the registered shareholders how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Independent Investor Communications Corporation ("IICC"). IICC typically applies a special sticker to the proxy forms, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the proxy forms to IICC. IICC then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. A Beneficial Shareholder receiving a proxy with an IICC sticker on it cannot use that proxy to vote shares directly at the Meeting. The proxy must be returned to IICC well in advance of the Meeting in order to have the shares voted.

PART III - MATTERS TO BE ACTED UPON AT THE MEETING

Election of Directors

The board presently consists of seven (7) directors, the term of office of each of whom will expire at the Meeting unless directors are not elected at the Meeting (in which case the incumbent directors continue in office until their successors are elected).

The Articles of the Corporation specify that the board of directors shall consist of a minimum of three and a maximum of eleven directors. At the Meeting, shareholders will be asked to fix, at seven (7) members, the number of directors to be elected at the Meeting and to elect seven (7) directors to hold office until the next annual general meeting of the Corporation or until their successors are elected or appointed.

Unless otherwise directed, it is the intention of management to vote proxies in the accompanying form in favour of an ordinary resolution fixing the number of directors to be elected at the Meeting at seven (7) members and in favour of the election as directors of the seven (7) nominees hereinafter set forth:

Stephen A. Verhoeff	Michael J. Lang
Brian J. Hamilton	Howard W. Yenke
Hamid Najafi	Paul L. Camwell
Michael W. Brower	

The names and municipalities of residence of the persons nominated for election as directors, the number of Common Shares beneficially owned, directly or indirectly, or over which each exercises control or direction, the offices held by each in the Corporation, the period served as director and the principal occupation of each are as follows:

Name and Position with the Corporation	Principal Occupation	Director Since	Number of Common Shares Beneficially Owned Directly or Indirectly or Over which Control or Direction is Exercised
Stephen A. Verhoeff Calgary, Alberta President, Chief Executive Officer and a Director	President and Chief Executive Officer of the Corporation	1990	675,204(1)
Brian J. Hamilton Calgary, Alberta Executive Vice-President, Chief Financial Officer and a Director	Executive Vice-President and Chief Financial Officer of the Corporation	1996	223,350
Hamid Najafi Los Altos Hills, California Chief Technology Officer and a Director	Independent Consultant and Chief Technology Officer of the Corporation	2000	1,302,937
Michael W. Brower Felton, California Director	President, Fall Creek Consultants Inc. (a private consulting company)	2000	308,936
Michael J. Lang(2) (3)(4) Calgary, Alberta Non-Executive Chairman and Director	Chairman, StoneBridge Merchant Capital Corp. (a private investment company)	1996	538,855
Howard W. Yenke(3)(4) Onset, Massachusetts Director	Retired Executive	1996	40,000
Paul L. Camwell(2)(4) Calgary, Alberta Director	Chief Technology Officer of Extreme Engineering Ltd.	1998	20,812

Notes:
(1) An additional 122,300 Common Shares are owned by the Verhoeff Family Trust, of which Mr. Verhoeff is the trustee and a beneficiary.
(2) Members of the Corporation's Audit Committee.
(3) Members of the Corporation's Compensation Committee.
(4) Members of the Corporation's Human Resources and Corporate Governance Committee.
(5) The Corporation does not have an Executive Committee.

The information as to principal occupation and as to shares beneficially owned, directly or indirectly, or over which control or direction is exercised is based upon information provided by the nominees as of March 15, 2003. Each of the above nominees is a director of the Corporation elected at the last annual general meeting of shareholders of CSI.

Appointment of Auditors

The persons named in the Instrument of Proxy furnished by the Corporation intend, unless otherwise directed, to vote in favour of an ordinary resolution to reappoint the firm of KPMG, LLP, Chartered Accountants, to serve as auditors of the Corporation to hold office until the next annual general meeting of shareholders and to authorize the Board to fix their remuneration. KPMG, LLP, Chartered Accountants, were originally appointed as auditors of the Corporation on January 1, 1996.

Advance Shareholder Approval for Private Placements

The Corporation from time to time investigates opportunities to raise financing on advantageous terms. While the Corporation has no specific plans at this time, it may undertake one or more financings over the next year that may be structured as private placements. Under the rules of The Toronto Stock Exchange (the "TSX"), the aggregate number of shares of a listed company which are issued or made subject to issuance (i.e., issuable under a share purchase warrant or option or other convertible security) by way of one or more private placement transactions during any particular six-month period must not exceed 25% of the number of shares outstanding (on a non-diluted basis) prior to giving effect to such transactions (the "TSX 25% Rule"), unless shareholder approval has been obtained for such transactions.

The application of the TSX 25% Rule may restrict the availability to the Corporation of funds which it may wish to raise in the future by private placement of its securities.

The TSX will accept advance approval by shareholders in anticipation of private placements that may exceed the TSX 25% Rule provided such private placements are completed within 12 months of the date such advance shareholder approval is given. Accordingly, the Corporation wishes to present to shareholders a proposal to proceed with additional private placements over the next twelve months in excess of the TSX 25% Rule.

The Corporation's issued and outstanding share capital is 21,748,077 Common Shares as at March 15, 2003. Accordingly, the Corporation proposes that the maximum number of Common Shares which either would be issued or made subject to issuance under one or more private placements in the 12 month period commencing May 13, 2003 would not exceed 10,800,000 Common Shares in the aggregate, or approximately 49.7% of the Corporation's issued and outstanding Common Shares.

Any private placement proceeded with by the Corporation under the advance approval being sought at the meeting will be subject to the following additional restrictions:

1. it must be substantially with parties at arms' length to the Corporation;

2. it cannot materially affect the control of the Corporation;

3. it must be completed within a 12 month period following the date the shareholder approval is given; and

4. it must comply with the private placement pricing rules of the TSX, which currently require that the issued price per Common Shares must not be lower than the closing market price of the Common Shares on the TSX on the trading date prior to the date notice of the Private Placement is given to the TSX (the "Market Price"), less the applicable discount, as follows:

Market Price	Maximum Discount
$0.50 or less	25%
$0.51 to $2.00	20%
$2.00 and above	15%

(for these purposes, a private placement of unlisted convertible securities is deemed to be a private placement of the underlying listed securities at an issue price equal to the lowest price at which the securities are convertible by the holders thereof).

In any event, the TSX retains the discretion to decide whether or not a particular placement is "substantially" at arm's length or will materially affect control in which case specific shareholder approval may be required.

At the Meeting, shareholders will be asked to consider the following ordinary resolution (the "Private Placement Resolution"):

"BE IT RESOLVED THAT the issuance by the Corporation in one or more private placements during the 12 month period commencing May 13, 2003 of up to 10,800,000 Common Shares, as more particularly described in and subject to the restrictions described in the Corporation's Information Circular - Proxy Statement dated March 24, 2003, be and is hereby approved."

In order to approve the ordinary resolution, a majority of the votes cast, in person or by proxy, at the Meeting on the Private Placement Resolution must be voted in favour thereof. In the event that the resolution is not passed, the TSX will not approve any private placements that result in the issuance or possible issuance of the number of shares which exceed the TSX 25% Rule, without specific shareholder approval. Such restriction could impede the Corporation's timely access to required funds on favourable terms and thus affect the ability of the Corporation to capitalize on opportunities that may arise.

PART IV - INFORMATION CONCERNING THE CORPORATION

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The authorized share capital of the Corporation consists of an unlimited number of Common Shares, an unlimited number of First Preferred Shares and an unlimited number of Second Preferred Shares, both of which are issuable in series. As at March 15, 2003, there were 21,748,077 Common Shares issued and outstanding. Two persons present in person and holding or representing not less than five (5%) percent of the Common Shares entitled to vote thereat will constitute a quorum at the Meeting.

The holders of Common Shares are entitled to receive notice of all shareholders meetings (other than meetings of a class or series of shares of the Corporation other than the Common Shares) and to one (1) vote thereat for each share held. The holders of the Common Shares are entitled to receive such dividends as are declared by the board of directors of the Corporation on the Common Shares as a class, subject to prior satisfaction of all preferential rights to dividends attached to all shares of the Corporation ranking in priority to the Common Shares, and in respect of return of capital, the holders of Common

Shares are entitled to share pro rata together with the holders of any other classes of shares ranking equally with the Common Shares in such assets of the Corporation as are available for distribution.

The Corporation has authorized the first series of First Preferred Shares, being the Series 1 First Preferred Shares, of which 1,550,000 have been authorized for issuance. As of the date hereof, an aggregate of 1,361,000 Series 1 First Preferred Shares are issued and outstanding.

To the knowledge of the directors or senior officers of the Corporation, no person beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying more than ten (10%) percent of the voting rights attached to any class of voting securities of the Corporation as at the date hereof.

EXECUTIVE COMPENSATION

Cash and Other Compensation

The information provided below relates to remuneration paid to the Corporation's Chief Executive Officer and each of the Corporation's four most highly compensated executive officers during the financial years ended December 31, 2002, December 31, 2001 and December 31, 2000 (the "Named Executive Officers"). All figures are in Canadian dollars unless indicated otherwise.

Summary Compensation Table

		Annual Compensation			Long-Term Compensation			
					Awards		Payouts	
Name and Principal Position	Year	Salary ($)	Bonus ($)	Other Annual Compensation	Securities Under Options/ SARs Granted (#)	Restricted Shares or Restricted Share Units ($)	LTIP Payouts ($)	All Other Compensation ($)
Stephen A. Verhoeff President and Chief Executive Officer	2002 2001 2000	183,647 156,772 209,973	55,000(1) 35,000(3) 71,977(4)	Nil Nil Nil	Nil Nil 375,000(9)	Nil Nil Nil	Nil Nil Nil	9,000(2) 9,000(2) 9,000(2)
Brian J. Hamilton Executive Vice- President & Chief Financial Officer	2002 2001 2000	136,668 116,667 121,362	45,000(5) 25,000(3) 59,900(4)	Nil Nil 20,000(7)	Nil Nil 324,000(10)	Nil Nil Nil	Nil Nil Nil	12,996(2) 127,093(11) 12,996(2) 25,938(2)
Hamid Najafi Chief Technology Officer	2002 2001 2000	178,094 156,377(6) 98,459(6)	Nil Nil Nil	Nil Nil Nil	Nil Nil 200,000(8)	Nil Nil Nil	Nil Nil Nil	21,562(11) 35,043(11) 8,241(11)
Colin Maclellan Sr. Vice President & General Manager, Wireless	2002	64,817	Nil	Nil	175,000	Nil	Nil	3,375(2) 36,000(12) 97,215(11)
Christopher Carver Vice President Product Marketing, Wireless	2002 2001 2000	148,880 92,500(13) 31,097(13)	Nil Nil Nil	Nil Nil Nil	Nil 60,000 105,000	Nil Nil Nil	Nil Nil Nil	40,752(11)

Notes:
(1) Represents the bonus earned in 2002, of which $27,500 was paid in 2002 and $27,500 was paid in January 2003.
(2) Messrs Verhoeff, Hamilton and Maclellan receive a car allowance of $750 per month and Mr. Hamilton also receives a computer allowance of $333 per month. Mr. Hamilton also received a payout of accumulated unused vacation time in 2000 in the amount of $12,942.
(3) These amounts represent bonuses earned and paid in the respective calendar year except for $4,000 earned by Mr. Verhoeff in 2000 and paid in 2001.
(4) This amount represents bonus earned in 1999 and paid in 2000.
(5) Represents the bonus earned in 2002, of which $22,500 paid in 2002 and $22,500 was paid in January 2003.

(6) This amount represents salary paid to Mr. Najafi in U.S. dollars. The 2000 salary was paid from June 30, 2000 when Mr. Najafi joined the Corporation to December 31, 2000.
(7) This amount represents forgiveness of debt from a loan provided to Mr. Hamilton by CSI in connection with the exercise of options held by him.
(8) Stock options granted pursuant to the Wireless Link Acquisition Share Option Plan. See "Executive Compensation - Share Option Plans".
(9) Does not include 75,000 options granted and cancelled in the fiscal year 2000 but does include the 235,000 options cancelled effective January 15, 2003.
(10) Does not include 100,000 options granted and cancelled in the fiscal year 2000 but does include the 184,000 options cancelled effective January 15, 2003.
(11) This amount represents market value attributed to Incentive Shares issued to these individuals pursuant to the Incentive Share Administration Plan. See "Executive Compensation - Wireless Link Incentive Share Administration Plan."
(12) This amount represents consulting fees received prior to becoming a full-time employee of the Corporation in August 2002.
(13) This amount represents salary paid to Mr. Carver in U.S. dollars.
(14) During 2002, there were ten executive officers of the Corporation. In respect of the financial year ended December 31, 2002, the ten executive officers received, in the aggregate, cash remuneration of $1,558,220.

Option Grants

The Corporation has from time to time, issued options to directors, officers, key employees and others who are in a position to contribute to the future success and growth of the Corporation and its subsidiaries. Pursuant to the Corporation's share option plan the aggregate number of Common Shares that may be issued pursuant to the exercise of options shall not exceed 3,165,000. The exercise price of such options cannot be less than the market price of the Common Shares on the stock exchange on which such shares are then traded.

The following table details the grants of options to purchase Common Shares of the Corporation to the Named Executive Officers during the financial year ended December 31, 2002.

Name	Options Granted in 2002	% of Total Options Granted to Employees[1]	Exercise Price ($/share)	Market Value of Common Share on the Date of Grant[2] ($/share)	Expiry Date
Stephen A. Verhoeff	Nil	N/A	N/A	N/A	N/A
Brian J. Hamilton	Nil	N/A	N/A	N/A	N/A
Hamid Najafi	Nil	N/A	N/A	N/A	N/A
Colin Maclellan	175,000	43.8%	$2.66	$2.40	March 1, 2007
Christopher Carver	Nil	N/A	N/A	N/A	N/A

Notes:
(1) During the financial year ended December 31, 2002 a total of 408,750 options to purchase Common Shares were granted under the CSI Share Option Plan, 169,250 of which were granted to employees of the Corporation and 239,500 of which were granted to senior officers (See "Executive Compensation - Share Option Plans"). A total of 251,759 options expired, unexercised or were cancelled during such financial year. As at March 15, 2003 there are options to purchase an aggregate of 2,103,662 Common Shares of the Corporation issued and outstanding under the Plan and the Wireless Link Acquisition Share Option Plan.
(2) Based on the closing price of the Common Shares on the TSX on the date of grant.

Option Exercises

The following table sets forth information with respect to options exercised by the Named Executive Officers during the most recently completed financial year and their respective option positions as at December 31, 2002.

Name	Options Exercised (#)	Aggregate Value Realized(1) ($)	Unexercised Options at Financial Year End Exercisable/ Unexercisable (#)	Value of Unexercised in-the-money Options at Financial Year End Exercisable/ Unexercisable(3) ($)
Stephen A. Verhoeff	Nil	N/A	375,000(2)/0	Nil
Brian J. Hamilton	Nil	N/A	324,000(2)/0	Nil
Hamid Najafi	Nil	N/A	200,000(2)/0	Nil
Colin Maclellan	Nil	N/A	43,750/131,250	Nil
Christopher Carver	Nil	N/A	120,000/45,000	Nil

Notes:
(1) Based upon market value of the Common Shares at exercise, less the exercise price.
(2) Effective January 15, 2003, Messrs Verhoeff, Hamilton and Najafi had 235,000, 184,000 and 200,000 options cancelled, respectively.
(3) Based upon a closing price on the TSX of $1.25 per Common Share on December 31, 2002, less the exercise price.

Compensation Committee

To ensure compliance with regulations announced in October 1993 under the Securities Act (Ontario) amending the standards of disclosure with respect to executive compensation, the directors of the Corporation elected a compensation committee (the "Committee") in May, 1996. The Committee is currently comprised of Michael J. Lang and Howard W. Yenke. Neither of these directors are officers of the Corporation and all are "unrelated" for the purposes of the TSX Report, as described under "Corporate Governance".

The Committee is charged with the periodic review of the Corporation's compensation policies and is to make recommendations to the board of directors with respect to the compensation of the directors, senior management and certain other staff of the Corporation.

Report of Compensation Committee

TO: The Shareholders of CSI Wireless Inc.

Executive Compensation Strategy

The Corporation's executive compensation program is comprised of three components: salary, bonus plan and stock based compensation. The objectives of the program are to attract and retain high quality employees, and to motivate performance by tying total compensation to improvement in the Corporation's long-term financial success, measured in terms of share value.

Base Salaries

Salaries of the executive officers are reviewed annually based on individual performance, responsibility and experience. The Corporation participates in industry salary surveys, if necessary, to ensure that salaries offered to executives are competitive among industry peer companies of similar size. The salaries for the executive officers of the Corporation based on a review of five companies of a similar size and business resulted in CSI's executives' being no higher than the midpoint of compensation paid to executives in this industry group. In the case of the Chief Executive Officer, his base salary is derived to approximate a mid-range salary of Chief Executive Officers employed by similar small capital technology companies.

Bonus Plan

The Corporation has established an annual bonus plan for its executive officers based and dependent upon the financial performance of the Corporation for the applicable financial year. Bonus details are reviewed annually by the Compensation Committee of the Corporation. Bonuses are also paid out to certain executive officers upon the completion of certain significant events as approved by the Compensation Committee of the Corporation. Remuneration from the bonus plan in the aggregate of $117,000 was earned by the executive officers during the financial year ended December 31, 2002, of which $67,000 was paid in 2002, and $50,000 was paid during 2003. Bonuses in the aggregate of $22,050 were paid in 2002, but earned in 2001.

Stock-Based Compensation

CSI Wireless Share Option Plan - Upon the recommendation of the Committee and approval by the board of directors, stock options are granted under the Corporation's Share Option Plan (the "Plan"), approved at the Special Meeting of the shareholders held in December, 1996 (and as amended in June 1997; December 1997; June 2000 and May 2001) to directors, officers and key employees and consultants, usually upon their commencement of employment with or retention by the Corporation and its subsidiaries. Additional grants are made periodically to recognize the exemplary performance of, or the special contribution by, eligible individuals. An annual grant may be made to eligible individuals based on the performance of the Corporation during the most recently completed financial year in relation to performance targets established by the Chief Executive Officer and in relation to performance achieved by industry peer corporations during the comparable period.

The Plan is designed to motivate employees, directors and executives to focus on the long term interests of the Corporation and its shareholders. Options are granted at the market price in effect on the date of grant and the realizable value of the executives' option grants is entirely dependent on the appreciation in the market price of the Common Shares. Where the Committee deems it appropriate, it may, from time to time, recommend to the board of directors that the exercise price of previously granted options be repriced to reflect the current market price of the Corporation's Common Shares. Options generally become exercisable over two to four years and generally expire after five years.

Total shares available for issuance pursuant to the exercise of options under the Plan are limited to a maximum of 3,165,000 Common Shares. Grant sizes are, therefore, determined by factors including the number of eligible individuals currently under the option plan and future hiring plans of the Corporation.

Wireless Link Acquisition Share Option Plan - In connection with its acquisition of Wireless Link Corporation ("Wireless Link") in June 2000, the Corporation adopted the Wireless Link Acquisition Share Option Plan (the "Wireless Plan") and reserved 950,000 options to purchase Common Shares for granting to certain directors, officers and employees of Wireless Link in conjunction with such acquisition. The terms of the Wireless Plan are substantially similar to those set forth in the Plan. No further options will be granted pursuant to the Wireless Plan.

Wireless Link Incentive Share Administration Plan – In connection with its acquisition of Wireless Link, the Corporation adopted the Wireless Link Incentive Share Administration Plan (the "Incentive Share Administration Plan"). An aggregate of 1,000,000 Common Shares were reserved for issuance pursuant to the Incentive Share Administration Plan (the "Incentive Shares"). The Incentive

Shares were granted for the benefit of directors, management and employees of Wireless Link with a view to ensuring their continued involvement with the operations and affairs of the Corporation. The Incentive Shares are to be issued under the Incentive Share Administration Plan for no additional consideration in equal monthly instalments from the date granted to June 1, 2003.

Summary

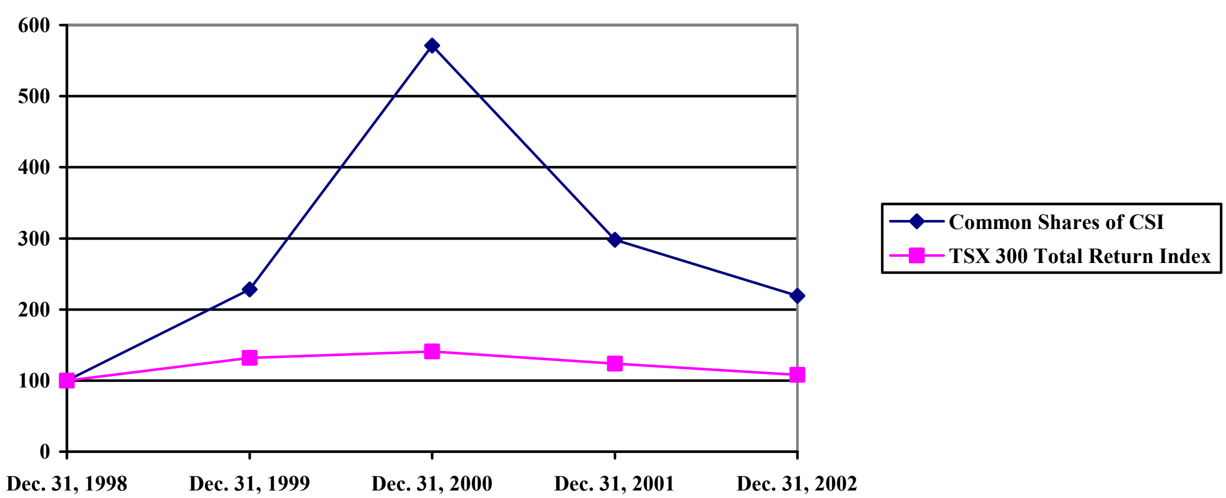
The Corporation's compensation policies have allowed the Corporation to attract and retain a team of motivated professionals and support staff working towards the common goal of enhancing shareholder value. Through the plans described above, a significant portion of the Corporation's executive compensation is based on individual and corporate performance, as well as industry-competitive pay practices. The Committee and the board of directors will continue to review compensation policies to ensure that they are competitive within the industry in which the Corporation operates and consistent with the performance of the Corporation.

Committee Members: Michael J. Lang
Howard W. Yenke

Performance Graph

The following graph compares the Corporation's cumulative total shareholder return (assuming an investment of $100 on December 31, 1998) on the Common Shares of the Corporation during the period ended December 31, 2002, with the cumulative total return of the TSX 300 Composite Index for the same period.

Cumulative Total Return on $100 Investment
(December 31, 1998 - December 31, 2002)



	Dec. 31, 1998	Dec. 31, 1999	Dec. 31, 2000	Dec. 31, 2001	Dec. 31, 2002
Common Shares of CSI	100	228	571	298	219
TSX 300 Total Return Index	100	132	141	124	108

Executive Employment Contracts and Termination of Employment

During the financial year ended December 31, 2002, the Corporation had employment agreements with each of Stephen A. Verhoeff, Brian J. Hamilton, A. James Burge, Theresa J. Lea, Walter J. Feller, Cameron B. Olson, Colin Maclellan, Phil Gabriel and Chris Carver. The aggregate annual salary payable to CSI's executive officers under such employment agreements totalled approximately $1,289,361. Such annual salaries are subject to annual review and approval by the Compensation Committee. During 2002, all of CSI's executive officers were entitled to participate in a bonus plan established for senior officers of CSI (see "Bonus Plan"). Certain of the executive officers are also entitled to monthly car allowances and Mr. Hamilton receives a monthly computer equipment allowance. Each of the employees are also entitled to participate in the Corporation's stock based compensation plans.

If Messrs. Verhoeff, Hamilton, Burge, Feller, Maclellan, Olson's or Ms. Lea's employment is terminated for any reason except for cause, including a change of control of the Corporation, the employment agreements provide for termination payments ranging from $1,000 to $2,000 per month of service up to a maximum of one year's salary.

Share Option Plans

The Corporation has adopted the Plan for officers, directors and employees of, and key consultants to, the Corporation which permits the granting of options to purchase up to a maximum of 3,165,000 Common Shares. Since the adoption of the Plan in April, 1996 approximately 495,235 options have been exercised under the Plan and 2,216,196 options have been cancelled, leaving options to purchase approximately 2,669,765 Common Shares or approximately 12.3% of the currently issued and outstanding number of Common Shares available for issuance under the Plan. This number of available options is consistent with management's internal policy that options to purchase no greater than 15% of the issued and outstanding number of Common Shares be available for exercise pursuant to currently outstanding options under the Plan. As at March 15, 2003 there were options to purchase 1,868,069 Common Shares outstanding and available for exercise under the Plan or approximately 8.6% of the Common Shares outstanding as at such date. The Plan also provides that:

1. any options granted pursuant to the Plan shall expire not later than ten years after the date of grant;

2. any options granted pursuant to the Plan shall be non-assignable;

3. the exercise price of any options granted pursuant to the Plan shall not be lower than the market price of the Common Shares on the date of the grant, where the "market price" is defined as the closing trading price of the Common Shares on the TSX (as reported by such exchange) on the day immediately prior to the date of the grant;

4. the number of Common Shares issuable pursuant to the Plan to any one person shall not exceed 5% of the outstanding Common Shares;

5. the number of Common Shares reserved for issuance, or issuable within one year, pursuant to the Plan and all other established or proposed share compensation arrangements of the Corporation, to insiders shall not exceed 10% of the outstanding Common Shares and the number of Common Shares issuable within one year, pursuant to the Plan and all other established or proposed share compensation arrangements of the Corporation, to any one insider and such insider's associates shall not exceed 5% of the outstanding Common Shares; and

6. an acceleration of one-half of all unvested options in the event of a takeover bid (to allow an optionee to tender into such takeover bid) or in the event of termination of employment of an optionee following a "change of control" of the Corporation. Alternatively, in the event of a takeover bid, the Corporation may be permitted, at its option, to satisfy any obligations to any optionees in respect of any options not exercised by paying the optionee, in cash, the difference between the exercise price of all unexercised options granted and the fair market value of the securities to which the optionee would be entitled upon exercise of all unexercised options on such date and, upon such payment, the option agreement would terminate, such that the optionee would cease to have any rights thereunder.

In connection with its acquisition of Wireless Link, the Corporation also adopted the Wireless Link Acquisition Share Option Plan (the "Wireless Plan") and reserved 950,000 options to purchase Common Shares for granting to certain directors, officers and employees of Wireless Link in conjunction with such acquisition. The terms of the Wireless Plan are substantially similar to those set forth in the Plan. As at March 15, 2003 there were options to purchase 235,593 Common Shares outstanding and available for exercise under the Wireless Plan or approximately 1.1% of the Common Shares outstanding as at such date. No additional amounts will be issued under the Wireless Plan. The Plan and the Wireless Plan are hereinafter sometimes referred to as the "Plans".

As at March 15, 2003, there were options to purchase an aggregate of 2,103,662 Common Shares issued and outstanding under the Plans. Details of the stock options currently outstanding to officers, directors and employees are set forth below:

Group (Number in Group)	Aggregate shares under option	Date(s) of Grant	Expiry Date(s)	Exercise Price(s) ($)
Executive Officers (10)	814,900	June 17, 1999 - September 20, 2002	June 17, 2004 - September 20, 2007	$1.00 - $2.70
Directors (who are not Executive Officers) (4)	143,719	June 15, 1998 - July 27, 2000	June 15, 2003 - July 27, 2005	$0.80 - $2.40
Employees/Consultants (130) [(1)]	1,145,043	February 1, 2000 - January 17, 2003	February 1, 2005 - January 17, 2008	$1.15 - $3.10
Total Stock Options	2,103,662			

Notes:
(1) Employees/consultants who are not currently Executive Officers or Directors.

Wireless Link Incentive Share Administration Plan

In connection with its acquisition of Wireless Link, the Corporation adopted the Wireless Link Incentive Share Administration Plan (the "Incentive Share Administration Plan"). An aggregate of 1,000,000 Common Shares were reserved for issuance pursuant to the Incentive Share Administration Plan (the "Incentive Shares"). The Incentive Shares were granted for the benefit of directors, management and employees of Wireless Link with a view to ensuring their continued involvement with the operations and affairs of the Corporation. The Incentive Shares are to be issued under the Incentive Share Administration Plan for no additional consideration in equal monthly instalments from the initial date issued to June 1, 2003. Any Incentive Shares issued in the period July 1, 2000 to June 1, 2001 were held in escrow pursuant to the Escrow Agreement made as of June 22, 2000 between the Corporation and Montreal Trust Company of Canada and were released on December 21, 2000 and June 20, 2001 (see "Escrowed Shares"). As at March 15, 2003 an aggregate of 892,632 Incentive Shares had been issued and

107,368 Incentive Shares remain reserved for issuance under the Incentive Share Administration Plan. For financial statement presentation purposes, and under the direction of the Corporation's auditors, all 1,000,000 Common Shares reserved under the Incentive Share Administration Plan have been included in the Common Share totals in both 2001 and 2002.

Compensation of Directors

Directors who are also executive officers of CSI do not receive compensation for acting in their capacities as directors. Directors of the Corporation who are not executive officers may receive compensation for serving in their capacity as such or such other compensation as determined by the Compensation Committee. During the last completed financial year, Messrs. Lang, Yenke, Brower and Camwell each received annual compensation of $10,000 for serving as directors of CSI. All directors of the Corporation are reimbursed for out-of-pocket expenses incurred in connection with the performance of their duties as directors. A total of $40,000 was paid to directors (who are not executive officers) for services in that capacity during the financial year ended December 31, 2002. An additional $10,000 was paid to Mr. Lang in relation to services performed in his capacity as a director during 2002. In addition, see "Indebtedness of Directors and Officers".

INDEBTEDNESS OF DIRECTORS AND OFFICERS

The aggregate indebtedness to the Corporation of all senior officers and directors of the Corporation was nil as at March 15, 2003. Details with respect to the outstanding indebtedness are set forth below:

Name and Principal Occupation	Involvement of the Corporation	Largest Amount Outstanding from January 1, 2002 to December 31, 2002 ($)	Amount Outstanding at March 15, 2003(1) ($)	Financially Assisted Securities Purchases from January 1, 2002 to December 31, 2002 (#)	Security for Indebtedness
Hamid Najafi, Chief Technology Officer	Lender	US 854,185	Nil	Nil	Security on 700,000 Common Shares

Note:

(1) The loan was made by Wireless Link in connection with the terms of CSI's acquisition of Wireless Link in 2000. The loan bore interest at 6.3% per annum, compounded annually and was to be repaid on or before May 8, 2006. On March 4, 2003 the Corporation, Mr. Najafi and Wireless Link entered into a share purchase sale and loan repayment agreement (the "Agreement") pursuant to which the Corporation agreed to purchase 700,000 of its Common Shares from Mr. Najafi pursuant to the provisions of subsection 162(d) of the *Securities Act* (Alberta). The purchase price for the transaction of $1,135,000 was prescribed by subsection 172(1) of the Alberta Securities Commission Rules which provided that the exempt issuer bid must be based upon the "market price" of the Common Shares over the preceding 20 business-day period. The purchase of the 700,000 Common Shares of the Corporation (the "Shares") was effective as of February 28, 2003. In accordance with the Agreement, Mr. Najafi utilized the proceeds from the share sale to repay the loan. Following such repayment, approximately US$99,000 in interest remained outstanding which amount of interest Wireless Link agreed to forgive. The 700,000 Common Shares purchased by the Corporation were returned to its treasury for cancellation.

Except as set forth above, no director, executive officer or other senior officer of the Corporation, or any associate of any such director or officer, is, or has been at any time since the beginning of the most recently completed financial year of the Corporation, indebted to the Corporation or any of its subsidiaries nor is, or at any time since the beginning of the most recently completed financial year of the Corporation has, any indebtedness of any such person been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

CORPORATE GOVERNANCE

In 1995, The Toronto Stock Exchange (the "TSX") adopted a set of guidelines which were revised in 1999 (the "Guidelines") relating to corporate governance matters. The Guidelines address such matters as the constitution and independence of boards of directors, the functions to be performed by boards and their committees, and the relationship among a corporation's board, management and shareholders. All corporations listed on the TSX must now annually disclose their approach to corporate governance with specific reference to each of the fourteen specific Guidelines. The Corporation's disclosure with respect to the Guidelines is summarized below:

1. **The Board shall explicitly assume responsibility for the stewardship of the Corporation in:**

(a) *the adoption of a strategic planning process;*

In March of 2003, the Board of Directors adopted a formal mandate (the "Mandate") which will require the Chief Executive Officer of the Corporation to present annually to the Board a longer range strategic plan and shorter range business plan for the Corporation's business. On a historical basis, the Board has participated in the review of and provides guidance to the Corporation's senior executives on the development of the Corporation's strategic plans and strategies. Such participation and guidance will continue under the Mandate.

(b) *the identification of the principal risks of the Corporation's business and the implementation of appropriate systems to manage these risks;*

The Board has identified the principal risks of the Corporation's business and works with management on an on-going basis to assess and review the management of such risks. The Mandate provides that the Board will identify the principal risks of the Corporation's business and take all reasonable steps to ensure the implementation of the appropriate systems to manage these risks.

(c) *succession planning, including appointing, training and monitoring senior management;*

The recently formed Human Resources and Corporate Governance Committee (the "Governance Committee") is charged with the responsibility to make recommendations to the Board regarding the appointment of corporate officers and senior management. In addition, the Mandate provides that the Board is charged with a duty to, in consultation with the Chief Executive Officer, appoint all officers of the Corporation and approve the terms of each officer's employment with the Corporation. The Mandate also provides that the Board shall receive annually from this Chief Executive Officer his evaluation of the performance of each senior officer who reports to the Chief Executive Officer. The Mandate also calls for the Board to develop a system under which succession to senior management positions will occur in a timely manner and to approve any proposed significant change in the management organization structure of the Corporation.

(d) *the Corporation's communications policy; and*

The Corporation currently communicates with its shareholders and other stakeholders through various channels including annual and quarterly reports, news releases, statutory filings and an investor relations firm. The Mandate provides that the Board, in consultation with the Chief Executive Officer, is responsible for a communications policy for the Corporation. The Board and the Chief Executive Officer have delegated shareholder relations responsibilities to E-Vestor Communications Inc. of Toronto, Ontario to provide investor relations services. Shareholder communications are generally handled by E-Vestor Communications Inc. as well as by the Chief Executive Officer and the Chief Financial Officer of the Corporation. In addition, in December of 2002, the Corporation adopted a formal disclosure policy to establish procedures which: (i) permit the disclosure of information about the Corporation to the public in a timely manner; (ii) ensure that non-publicly disclosed information remains confidential; and (iii) ensure that trading of the Corporation's securities by directors, officers and employees remain in compliance with applicable securities laws.

(e) *the integrity of the Corporation's internal control and management information systems.*

The Board, both directly under the Mandate and through the Audit Committee and the external auditors, assesses the integrity of the Corporation's internal control and management information systems on an on-going basis.

2. **The Board should be constituted with a majority of individuals who qualify as unrelated directors (i.e. free from conflicting interest).**

Four of the seven current members of the Board are "unrelated" directors as defined by the TSX, being a director who is independent of management and is free from any interest in any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with a view to the best interests of the Corporation, other than interests and relationships arising from shareholding.

3. **The analysis of the application of the principles supporting the conclusion in paragraph 2 above.**

The Board currently consists of seven members, three of whom, being Messrs. Verhoeff, Hamilton and Najafi are members of management and are, thereby, considered "related" directors as such term is defined by the TSX. As announced on March 5, 2003, Mr. Najafi, while remaining as a director and the Chief Technology Officer of the Corporation, is currently transitioning to a consulting role with the Corporation from his previous fulltime staff position. The remaining four directors are "unrelated" directors. Michael Brower, a former officer of the Corporation during 2000 and 2001, continues to provide limited consulting services to the Corporation.

4. **The Board should appoint a committee of directors composed exclusively of outside, i.e., non-management directors, a majority of whom are unrelated directors, with the responsibility for proposing to the full Board new nominees to the Board and for assessing directors on an ongoing basis.**

Historically, the full Board has performed the function of a nominating committee with the responsibility for the appointment and assessment of new directors. Nominations have historically been the result of recruitment efforts by the Chief Executive Officer and the Chief Financial Officer and informal discussions with other Board members. The Governance Committee is now charged with the authority and responsibility for maintaining a list of potential candidates for Board membership and, where appropriate, interviewing potential candidates for Board membership. The Governance Committee also has a responsibility to develop, for approval by the Board, an orientation and education program for new recruits to the Board. In addition, the Board has recently instituted a director's annual evaluation form whereby the directors assess the effectiveness of the Board as a whole, individual directors and the ability of the Board to function independently of management.

5. **The Board should implement a process to be carried out by the Nominating Committee or other appropriate committee for assessing the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual directors.**

The Governance Committee is now charged with the authority and responsibility for assessing, at least annually, the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual directors, including considering the appropriate size of the Board. In addition, the Board has recently instituted a director's annual evaluation form whereby the directors assess the effectiveness of the Board as a whole, individual directors and the ability of the Board to function independently of management.

6. **The existence of an orientation and education program for new recruits.**

While the Corporation does not currently have a formal orientation and education program for new recruits to the Board, the Corporation has historically provided such orientation and education on an ad hoc and informal basis. The Board believes that these procedures have in the past proved to be a practical and effective approach in light of the Corporation's particular circumstances, including the size of the Corporation, limited turnover of the directors, the nature and scope of the Corporation's business and operations and the experience and expertise of Board members. The terms of reference given to the recently formed Governance Committee gives such committee the responsibility for developing, for approval by the Board, an orientation and education program for new recruits to the Board.

7. **The size of the Board and the impact of the number of directors upon the Board's effectiveness.**

The Board considers that six to nine members is currently an appropriate number of directors having regard to the size of the Corporation, the nature of its business and operations and the experience and expertise required to carry out their duties effectively while maintaining a diversity of view and experience.

8. **The adequacy and form of the compensation of directors should realistically reflect the responsibilities and risk involved in being an effective director.**

The Board has appointed a Compensation Committee comprised of Mr. Michael J. Lang and Mr. Howard W. Yenke, both of whom are outside directors. The mandate of the Compensation Committee is to formulate and to make recommendations to the Board in respect of compensation issues relating to directors, senior management and the staff of the Corporation. The Board believes that the compensation currently offered to directors, in form and in amount, adequately reflects the responsibilities and risk assumed by each member.

9. **Committees of the Board should generally be composed of outside directors, a majority of whom are unrelated directors.**

The Board has constituted three committees: the Audit Committee, the Compensation Committee and the recently formed Governance Committee. All of the members of such committees are "outside" directors.

10. **The Board's responsibility for (or a committee of the Board's general responsibility for) developing the Corporation's approach to governance issues.**

The terms of reference of the Governance Committee provides that such committee shall, in addition to any other duties and responsibilities specifically delegated to it by the Board, generally assume responsibility for developing the approach of the Corporation to matters concerning human resources and corporate governance and, from time to time, to review and make recommendations to the Board as to such matters.

11. **The Board has developed:**

(a) *position descriptions for the Board and for the CEO, involving the definition of the limits to management's responsibilities; and*

The Mandate provides that the Board is responsible for the stewardship of the Corporation. In discharging its responsibility, the Board will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and will act honestly and in good faith with a view to the best interests of the Corporation. The Mandate provides that, in general terms, the Board will: (i) in consultation with the Chief Executive Officer of the Corporation, define the principal objectives of the Corporation; (ii) supervise the management of the business and affairs of the Corporation with the goal of achieving the Corporation's principal business objectives as defined by the Board; (iii) discharge the duties imposed on the Board by applicable law; and (iv) for the purposes of carrying out the foregoing responsibilities, take all such actions as the Board deems necessary and appropriate.

Under the Mandate, the Board, in consultation with the Chief Executive Officer, has the duty to develop a position description for the Chief Executive Officer and to evaluate his performance at least annually. In addition, the Board, in consultation with the Chief Executive Officer, is required to establish the limits of management's authority and responsibility in conducting the Corporation's business.

(b) *the corporate objectives for which the CEO is responsible for meeting.*

Corporate objectives for the Chief Executive Officer are developed from time to time and are communicated to the Chief Executive Officer.

12. **The structures and procedures for ensuring that the Board can function independently of management.**

The Board has implemented appropriate structures and procedures to ensure that it, and its committees function independently of management. Specifically, the Governance Committee is charged with the responsibility to develop and recommend to the Board for approval and periodically review structures and procedures designed to ensure that the Board can function independently of management.

13. (a) *The Audit Committee of the Board should be composed only of outside directors and should have roles and responsibilities which are specifically defined.*

The Audit Committee is comprised of two members, both of whom are "outside" directors. The Audit Committee is responsible for reviewing audit functions and the preparation of financial statements and reviewing and recommending for approval to the Board all public disclosure information such as financial statements, quarterly reports, financial press releases and prospectuses. The Audit Committee also ensures that management has effective internal control systems and meets from time to time with external auditors without management present.

(b) *The Audit Committee should have direct communication channels with the internal and external auditors to discuss and review specific issues as appropriate.*

The directors on the Audit Committee have direct access to the external auditors of the Corporation and meets with the external auditors from time to time without any members of management present.

14. **The existence of a system which enables an individual director to engage an outside advisor at the expense of the Corporation in appropriate circumstances.**

The Governance Committee has the authority and responsibility for reviewing and considering the engagement, at the expense of the Corporation, of professional or other advisors by any individual director once so requested by any such director.

INTERESTS OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON AT THE MEETING

Management of the Corporation is not aware of any material interest of any director or nominee for director, or senior officer or anyone who has held office as such since the beginning of the Corporation's last financial year or of any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting, other than the election of directors or except as disclosed elsewhere in this Information Circular or as described below.

INTERESTS OF INSIDERS IN MATERIAL TRANSACTIONS

There were no material interests, direct or indirect, of directors and senior officers of the Corporation, any shareholder who beneficially owns more than 10% of the outstanding Common Shares, or any known associate or affiliate of such persons, in any transaction within the last financial year and in any proposed transaction which has materially affected or would materially affect the Corporation, other than as disclosed elsewhere herein.

OTHER MATTERS

Management knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Special and Annual Meeting of Shareholders. However, if any other matter properly comes before the Meeting, the accompanying proxy will be voted on such matter in accordance with the best judgment of the person or persons voting the proxy.

APPROVAL AND CERTIFICATION

The contents and the sending of this Information Circular have been approved by the board of directors of the Corporation.

The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

DATED at Calgary, Alberta, this 24th day of March, 2003.

CSI WIRELESS INC.

(signed) "Stephen A. Verhoeff"
Chief Executive Officer

(signed) "Brian J. Hamilton"
Chief Financial Officer