we are great networks

WiLAN

ANNUAL REPORT 2002

BUILDING ON STRENGTHS

wireless is more

speed
cost effective
advanced
versatile
reliable
powerful
secure
innovative
enduring
scaleable
access

freedom

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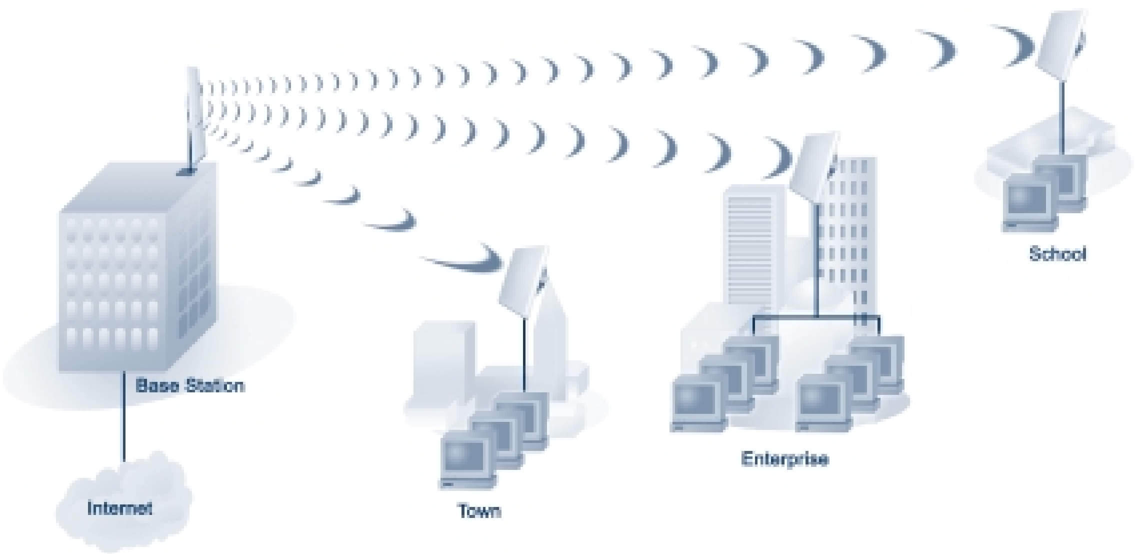
SHAREHOLDERS' ANNUAL GENERAL MEETING

The 2003 Annual General Meeting of shareholders of Wi-LAN Inc. will be held at 4 p.m. in the Imperial Ballroom of the Hyatt Regency Calgary, 700 Center Street S.E., Calgary, Alberta on the 2nd day of April 2003. We encourage all shareholders unable to attend to sign and return the proxy form prior to the meeting or vote your shares via telephone as per the instructions in the proxy form.

Founded in 1994 and headquartered in Calgary, Canada, Wi-LAN is a global provider of broadband wireless communications products and technologies, specializing in solutions for secure wireless provision of high-speed data and telephone over distance for enterprises and telecom service providers.

- **Products:** Wi-LAN's high-speed (broadband) wireless access products are known worldwide for their high quality and industry-leading technology.
- **Technology:** Wi-LAN believes its patented W-OFDM technology is an essential component of several existing and evolving wireless communications standards. Wi-LAN licenses its W-OFDM technology and has executed non-exclusive license agreements with semiconductor companies.
- **Future:** Wi-LAN is collaborating with international research institutions to define specifications for fourth generation (4G) high-speed mobile wireless systems, and Wi-LAN believes its W-OFDM technology will form the basis for these systems.
- **Trading information:** Wi-LAN's common shares trade on The Toronto Stock Exchange under the symbol "**WIN**." Detailed information on Wi-LAN can be found at www.wi-lan.com.

Point-to-Multipoint Application



(In thousands of Canadian dollars)	2002	2001	2000	1999	1998
Statement of Operations Information					
Product revenue					
North America	**$ 10,661**	$ 15,954	$ 10,748	$ 3,407	NA
Europe	**2,870**	1,311	2,449	1,937	NA
Asia and other	**9,574**	7,173	1,696	579	NA
Subtotal	**23,105**	24,438	14,893	5,923	5,414
Licencing and technology revenue	**–**	364	1,116	–	–
Total revenue	**23,105**	24,802	16,009	5,923	5,414
Cost of product sales	**(16,041)**	(16,553)	(9,924)	(3,197)	(3,316)
Product gross margin before writedowns	**7,064**	8,249	6,085	2,726	2,098
Inventory writedowns	**(3,972)**	(4,750)	–	–	–
Product gross margin	**3,092**	3,499	6,085	2,726	2,098
Research and development	**(5,122)**	(11,790)	(8,653)	(2,798)	(2,394)
Selling, marketing and administration	**(12,844)**	(23,942)	(16,244)	(3,959)	(4,819)
EBITDA (1)	**(14,874)**	(32,233)	(18,812)	(4,031)	(5,115)
Depreciation and amortization	**(7,264)**	(6,964)	(2,086)	(220)	(168)
Writedown of goodwill	**(10,320)**	–	–	–	–
Special charges, loss on impairment of investments and gains on disposal	**(1,698)**	(5,998)	2,979	(301)	(494)
Interest, foreign exchange and other income	**1,010**	1,058	(325)	47	(99)
Net loss before tax	**(33,146)**	(44,137)	(18,244)	(4,505)	(5,876)
Income taxes	**(61)**	(59)	(106)	–	–
Net loss from continuing operations	**(33,207)**	(44,196)	(18,350)	(4,505)	(5,876)
Income (loss) on discontinued operations	**–**	(54,516)	206	–	–
Gain on sale of subsidiary	**27,409**	–	–	–	–
Net loss	**(5,798)**	(98,712)	(18,144)	(4,505)	(5,876)
Operating Data (% of revenue)					
Product gross margin before writedowns	**31%**	33%	38%	46%	39%
Product gross margin	**13%**	14%	38%	46%	39%
Research and development	**22%**	48%	54%	47%	44%
Selling, marketing and administration	**56%**	97%	101%	67%	89%
Cash Flow Information					
Cash used in operations	**$ (4,834)**	$ (33,903)	$ (24,605)	$ (2,633)	$ (6,671)
Financing	**4,483**	26,027	31,880	15,522	9,560
Investments	**238**	1,897	(3,564)	(275)	(434)
Discontinued operations	**166**	(1,059)	(6,133)	–	–
Cash flow	**53**	(7,038)	(2,422)	12,614	2,455
Cash, beginning of period	**5,533**	12,571	14,993	2,379	(76)
Cash, end of period	**5,586**	5,533	12,571	14,993	2,379
Balance Sheet Information					
Working capital	**$ 7,303**	$ 13,663	$ 19,950	$ 17,142	$ 1,412
Shareholders' equity	**14,640**	15,666	74,706	17,765	3,064
Total assets	**25,119**	52,035	83,379	21,330	5,809

(1) *Before goodwill writedowns, special charges and foreign exchange.*

Building on Strengths

Fellow shareholders, fiscal 2002 was a year of recovery and retrenchment, and of building a better company based on our core strengths. In 2002 Wi-LAN got very close to sustainable cash flow positive operations through growing sales of our new feature-rich high margin products and significantly reducing operating expenses and inventory. We also made significant progress in improving our intellectual property position through licensing our W-OFDM technology to another major semiconductor company, participation in international telecommunications standards bodies to ensure W-OFDM's inclusion in several new and evolving broadband wireless communications standards, and collaboration with a major international research institution on the use of W-OFDM in fourth generation mobile wireless systems.

We began our fiscal year in November 2001 with a much leaner and more focused team of seasoned professionals, shortly after emerging from two major restructurings. We had decided Wi-LAN had to operate within its existing cash resources. In order to achieve major reductions in cash usage, we made some very significant reductions to our operating expenses. These included reducing our staff by about 60%, from about 290 people in July 2001, to about 120 people today. In so doing, we have created a very strong core of dedicated employees who have done wonders for the Company. We now have a battle-hardened, action-oriented management team and a corporate services group that functions very efficiently. Our much smaller engineering team has developed more new products in the last year than we ever produced in any previous year, and these products are by far the best that we have ever produced. They are cost-reduced and feature-rich, commercially viable products that use our unique patented technologies to achieve industry-leading performance while delivering strong margins. Our TIL-TEK Antenna division has provided custom antennas for our products as well as those of others, contributing to product sales and allowing Wi-LAN to further improve product performance, optimize product design and reduce costs. Our much smaller sales

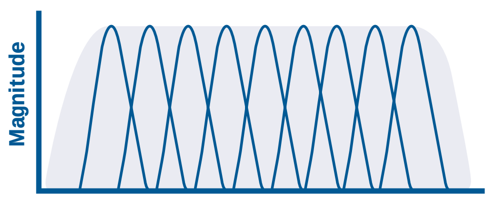
Dr. Hatim Zaghloul
Chairman and
Chief Executive Officer
Wi-LAN Inc.

W-OFDM

(Wideband Orthogonal Frequency Division Multiplexing)

Wi-LAN's W-OFDM technology is a transmission scheme that enables data to be encoded on multiple high-speed radio frequencies concurrently. This allows for non-line-of-sight transmission, greater security, increased data transfer, and the wireless industry's most efficient use of bandwidth. W-OFDM enables the implementation of low power multi-point wireless networks that minimize interference with adjacent networks. This reduced interference enables independent channels to operate within the same frequency band, allowing multipoint networks and point-to-point backbone systems to be overlaid in the same band.

Wi-LAN holds the patent for W-OFDM technology in the United States under patent number 5,282,222 and in Canada under patent number 2,064,975. Wi-LAN believes its W-OFDM patents are necessary for the implementation of devices using the IEEE standards 802.16a, 802.11a or 802.11g, the ETSI BRAN HiperLAN/2 standard, or the current draft of the ETSI BRAN HiperMAN proposed standard.



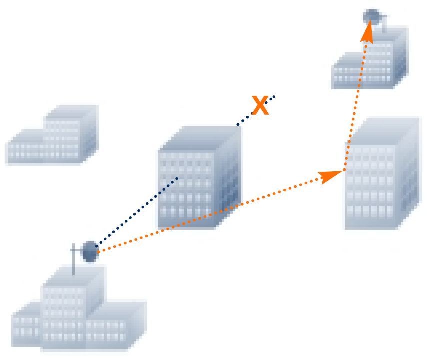
Non-Line-of-Sight (NLOS)

Most fixed wireless access (FWA) systems require line-of-sight (LOS) between the base station and the customer premise equipment (CPE), necessitating a direct visual line between the base station and the subscriber. For LOS systems, 50% - 70% of potential FWA subscribers cannot receive service.

Wi-LAN W-OFDM-based products (LIBRA) and VINE-based products (VIP 110-24) are non-line-of-sight (NLOS) products. NLOS enables these products to deliver coverage to over 90% of potential customers. Increased coverage translates into profit due to an increased subscriber base, increased revenue, lower installation costs, and lower total cost of customer acquisition.

For example, in 2002 Wi-Comm Communications reported remarkable success in a NLOS deployment of W-OFDM based Wi-LAN equipment in Nanjing, a Chinese city of 5.2 million people.

The following diagram and photograph illustrate one of the NLOS links in this deployment:



"A network deployment of over 100 units in a dense urban environment resulted in a 99% success rate."

Lok Chow
President of Wi-Comm Communications

force has increased the sales of our broadband wireless products by 36% in fiscal 2002, helping to offset a decline in antenna sales, growing our share in global broadband wireless markets and ensuring that we met our annual revenue guidance, achieving sales of $23.1 million.

My thanks go out to all of Wi-LAN's 120 employees. They have made us a great Company and a serious player in the fixed wireless access market, through product sales, through participation in international standards organizations, and through licensing our patented technologies. We are also looking to the future with the development of fourth generation cellular systems using our patented technologies. **The Company is in excellent shape, the best shape ever**.

Finance

The economic environment during fiscal year 2002 was very challenging as spending and capital availability declined across several industry sectors and geographic markets. In response to this challenging financial environment, we reduced our cash used in operations from $33.9 million in fiscal 2001 to $4.8 million in fiscal 2002. **That's an 86% reduction in annual cash usage**. All of the major operating expense reductions have been implemented, and we are continuing to fine-tune to achieve some further reductions.

Revenue for the twelve months ended October 31, 2002 was $23.1 million, which meets the Company's guidance for the period and is $1.7 million or 7% less than the fiscal 2001 revenue of $24.8 million. Although Wi-LAN's antenna revenue declined by $6.5 million, from $11.4 million in fiscal 2001 to $4.9 million in fiscal 2002, driven by a general decline in the demand for cellular and broadcast antennas, the Company's broadband fixed wireless access product revenue grew by 36% ($4.8 million), from $13.4 million in fiscal 2001 to $18.2 million in fiscal 2002. Over the same period, Wi-LAN's competitors in the broadband fixed wireless access sector have typically seen declining revenues and, as a result, Wi-LAN believes it has significantly increased its market share in its core product markets. This positions the Company well for future growth as telecom carriers begin to divert spending from wireline applications to broadband fixed wireless access. **Wi-LAN continues to expect to outperform the market and our competitors with new feature-rich, higher-margin, lower-priced products,**

and we expect the broadband fixed wireless access sector to show renewed growth in the near future.

Wi-LAN completed one financing in 2002, issuing equity to raise net cash of $4.6 million, and this funding was adequate to sustain our much leaner operations in 2002. We are confident that, with limited sales growth, we can continue to operate the Company without additional financing for at least the 2003 fiscal year. More rapid growth may require additional financing to build working capital.

Wi-LAN expects revenue for the twelve months ended October 31st, 2003 to be in the range of $25 million to $30 million. We believe that the lower end of this range is very achievable because over the last two years our quarterly average revenues have been approximately $6 million, in the current year we have a stronger product offering, and we are seeing early signs that worldwide demand for our products is growing. Achieving or exceeding the upper end of this range depends largely on the timing of events such as awards of additional contracts for 3.5 gigahertz (GHz) broadband wireless equipment in various global markets, and additional technology licensing agreements.

Products

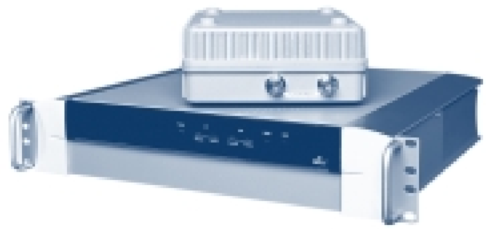
In fiscal 2002, our Chief Operating Officer, Dr. Sayed-Amr (Sisso) El-Hamamsy, who joined Wi-LAN from General Electric's New York operations in 2001, marshalled our very talented staff of engineers and technicians to bring several new feature-enhanced and cost-reduced products to market. Our Chief Sales and Marketing Officer, Henry (Hank) Macchio, whom we acquired with Wi-LAN Technologies in 2001, worked with his sales executives, distributors and resellers to increase worldwide market penetration of the products.

Our product strategy has been to develop cost-competitive products that deliver strong gross margins and provide a compelling value proposition to our customers and end users. The value proposition is manifest in high data rates, ease of deployment, non-line-of-sight capability, high functionality, ease of use and high spectral efficiency.

In 2002 we proved to the industry that W-OFDM is commercially viable. Sales of our W-OFDM based BWS products for the 3.5 GHz licensed spectrum were strong in fiscal 2002 and we exceeded our target of deploying commercial W-OFDM based networks in twenty countries.

Wi-LAN W-OFDM Based Products:

LIBRA Broadband Wireless Access Systems

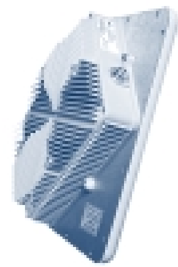


LIBRA ACCESS POINT (Dimensions: 38.5 x 33 x 9.2 cm)

LIBRA 3000 provides W-OFDM powered non-line-of-sight (NLOS) technology that ensures better service to more customers at a lower cost than traditional wireless solutions. LIBRA is designed for a seamless transition to IEEE standard 802.16a.

LIBRA CUSTOMER PREMISE EQUIPMENT (CPE)

(Dimensions: 30.5 x 30.5 x 8.9 cm)



The world's first and only 3rd generation W-OFDM CPE is founded on the experience of network installations in almost 30 countries, the LIBRA CPE's integrated form factor, complete with PDA support and quick start menus, makes deployment a breeze. Proven NLOS coverage can dramatically increase the customer base with no increase in cost.

Wi-LAN's VINE Internet Protocol:

VIP 110-24 Wireless Ethernet Bridges

(Dimensions: 12 x 22 x 5.1 cm)

Wi-LAN's proprietary wireless VINE technology is a new networking technology that overcomes non-line-of-sight (NLOS) issues imposed by challenging terrain and minimizes up-front network development costs. As a network is built out, any VIP 110-24 product can become a repeater, so the only requirement for a new customer to get attached is to have connectivity to any unit already in the network. This deployment strategy is called anypoint-to-multipoint.

Wi-LAN's MC-DSSS Based Products:

Ultima3 (Dimensions: 30.5 x 30.5 x 8.9 cm)

Available in three distinct solutions, Wi-LAN's Ultima3 5.8 GHz series provides unprecedented ease of deployment, simplicity of operation, and the most comprehensive range of features available.

MULTI-POINT (MP)

From a single Access Point (AP), Wi-LAN's Ultima3 MP solution provides broadband coverage of up to 16 km (10 miles) to 1000 Customer Premise Equipment (CPE).

RAPID DEPLOYMENT (RD)

The Ultima3 RD point-to-point product has a lightweight one-piece design that allows for quick installation, giving exceptional performance for links up to 25 km (16 miles).

EXTENDED RANGE (ER)

The Ultima3 ER enables point-to-point networks with ranges up to 75 km (47 miles).

Wi-LAN's Voice Channel Products:

Wireless T1/E1 Solutions

(Dimensions: 24 x 21.1 x 8.1 cm)

Wireless T1/E1 Solutions provide Fixed Wireless Access (FWA) alternatives that allow transmission of up to 30 voice channels over license-exempt frequency bands. They provide a robust, reliable and cost-effective approach to traditional leased T1 or E1 lines. Wireless T1/E1 Solutions consist of the AWE, VIP and Ultima3 radios paired with the TEmux T1/E1 multiplexer. They provide easy connectivity to existing T1/E1 networks to deliver broadband wireless voice capability with a range of up to 75 kilometres.

We recently introduced the third generation of our W-OFDM products, the LIBRA series, which includes a cost reduced, feature-loaded, single integrated customer premise equipment unit or CPE, and we expect this product series will cement our leadership in this market segment and further accelerate the sales of our W-OFDM products.

Wi-LAN capitalized on its leadership in the 5.8 GHz license-exempt spectrum. We introduced **the Ultima3 series**, which is the second generation of our 5.8 GHz AWE product line based on Wi-LAN's patented MC-DSSS (multi-code direct sequence spread spectrum). This product has secured some of Wi-LAN's best customers and **was ranked first for range, advanced features and functionality in a 5 GHz product comparison conducted by Network Computing magazine**. The Ultima3 product is becoming recognized by customers around the world as the best in its class, and it is a very strong contributor to Wi-LAN's product gross margin.

Our 2.4 GHz VIP 110-24 is another feature-rich product with high margins. It uses our proprietary VINE network protocol, which we gained from our acquisition of Wi-LAN Technologies (formerly UC Wireless) in April of 2001. VINE enables a network architecture that combines the best features of mesh networks and cellular networks, overcoming line-of-sight issues in challenging terrain.

Our Wireless T1/E1 Solutions, which convert voice channels into Internet Protocol (IP) for transmission of voice messages over Wi-LAN's fixed wireless access systems, facilitate Wi-LAN's entry into a whole new market segment. Many existing customers told us they wanted to use some of their wireless capacity to transmit voice traffic, so we delivered on their requests. Also, **many enterprises and service providers that require voice transmission capacity can now purchase Wi-LAN's cost-effective products as an alternative to expensive leased T1 or E1 lines.**

We expect that the strategic product agreements signed in 2002 with Motorola, INS and Wi-Comm Communications will further increase demand for Wi-LAN's products. In particular, we expect sales through Motorola to gain traction as we continue to train Motorola representatives; we expect our relationship with INS to grow our business with major North American telecommunications carriers, and we expect our partnership with Wi-Comm will increase our sales and presence in Asia.

We believe that our product sales success, particularly in light of our competitors' failures, is due to our superior products and great customer service. Wi-LAN application engineers, with many years of Wi-LAN product experience, support our high-quality products. With this combination, **customers soon realize that they cannot afford not to buy Wi-LAN**.

Technology Licensing

Wi-LAN's technology licensing strategy is to license its technology and patents to major semiconductor companies to maximize market penetration of the technologies and minimize the number of licensing agreements necessary to capture the market. Our licensing agreements with Philips Semiconductor and Fujitsu Microelectronics America are implementations of this strategy. In addition, the recent Fujitsu agreement will enable further cost reductions in our LIBRA product series to make residential networks cost effective within a short time frame. We are currently in discussions with other semiconductor companies and intellectual property providers regarding licensing of our technology.

With regard to patent litigation, in the third quarter we commenced legal action in Canada against a private Canadian company claiming to produce a non-line-of-sight fixed wireless device utilizing advanced OFDM technology. It's Wi-LAN's belief that this device infringes Wi-LAN's Canadian W-OFDM patent. This litigation is progressing and we continue to expect a favourable outcome for Wi-LAN and its shareholders.

The Future – Fourth Generation Mobile Systems

A very significant development is our recent agreement to collaborate with the Electronics and Telecommunications Research Institute, or ETRI, of South Korea to define specifications for future fourth generation (4G) mobile wireless systems. ETRI is a non-profit, government funded research organization that has been at the forefront of technological excellence for more than twenty-five years. The 4G systems will have mobile data capacity in excess of ten megabits per second, which we have already demonstrated with our existing W-OFDM based products.

Summary

Wi-LAN is very pleased with its progress in 2002, including a fourth generation mobile wireless systems collaboration agreement with ETRI, and strategic relationships with Fujitsu Micro-Electronics as a technology licensee, INS as a joint marketing partner, Motorola as a general OEM distributor, and Wi-Comm Communications as an OEM partner in China. We will continue to work toward establishing more strategic partnerships. The OFDM Forum has been an excellent catalyst for establishing relationships with many of the major players in the wireless market and we expect it will continue to be so in the future.

We believe that Wi-LAN has significantly increased its share of the fixed wireless access market in the last year. The Company is very well positioned for a recovery in this market, and we believe a recovery is imminent. **Our products are leading the way both from speed and non-line-of-sight performance and our customer service is unparalleled in the industry**. We're executing on our licensing strategy and we expect to realize additional revenue from this business thrust over the next year. Finally, we're aspiring to play a serious role in the development and commercialization of fourth generation cellular systems.

Three business drivers make Wi-LAN the most unique and well-positioned company in the high-speed wireless networking market today:

- **industry-leading products and service;**
- **W-OFDM technology licensing; and**
- **the future of our patented W-OFDM technology in fourth generation mobile cellular systems.**

H. Zaghloul

Dr. Hatim Zaghloul
Chairman and Chief Executive Officer
Wi-LAN Inc.
January 31, 2003

2003 GOALS

		MAXIMUM SCORE
1.	Corporate	25
1.1	Achieve broadband wireless revenue of $25 to $30 million.	10
1.2	Achieve positive cash flow from continuing operations in the third quarter of fiscal 2003.	10
1.3	Continue to adjust expenses and manage assets to remain in line with revenues and maintain Wi-LAN's cash management program.	5
2.	Technology Leadership and Licensing	25
2.1	Advance execution and success of existing technology licensing agreements.	10
2.2	Secure and advance more licensing agreements for standard or proprietary products that utilize Wi-LAN's patented technologies.	10
2.3	Advance OFDM based wireless telecommunications standards through participation in international standards setting bodies.	5
3.	Product Development	20
3.1	Cost-reduce selected products to improve gross margins while increasing market penetration.	5
3.2	Build more features into selected products to meet customer needs.	5
3.3	Bring new products to market based on customer demand.	5
3.4	Develop product based on the IEEE 802.16a standard.	5
4.	Sales and Marketing	25
4.1	Focus sales on products that maximize gross margin.	10
4.2	Continue to build a successful sales and marketing driven organization.	10
4.3	Increase visibility and awareness of the salient features of Wi-LAN solutions (Non-line-of-sight performance, superior quality, customer service).	5
5.	Strategic Partnerships	5
5.1	Continue to establish and build strong relationships with customers and partners.	5
	Total Score	100

Wi-LAN point-to-multipoint network in Sweden. (base station antenna in foreground)

2002 GOALS	ACHIEVEMENT	MAXIMUM SCORE	ACHIEVED SCORE
1. Corporate		20	17
1.1 Achieve broadband wireless revenue in excess of $25 million.	The goal was 92% achieved: a) Halfway through fiscal 2002, on August 8, annual revenue guidance was revised to between $23.1 million and $25 million. b) **Annual broadband wireless revenue of $23.1 million was achieved**, which met the revised guidance and was 92% of the original goal.	10	9
1.2 Exit fiscal 2002 at a breakeven rate.	The goal was substantially achieved: a) **October 2002, the last month of the 2002 fiscal year, showed positive cash flow from operations** of approximately $0.7 million. b) Cash used in operations was reduced from $33,903 in fiscal 2001 to $4,567 in fiscal 2002, an improvement of 87%.	5	4
1.3 Continue to adjust expenses and manage assets to remain in line with revenues and maintain Wi-LAN's cash management program.	The goal was substantially achieved: a) Wi-LAN **exited fiscal 2002 with a cash balance of $5,586,000, which was $53,000 higher than the fiscal 2001 cash balance**, essentially matching cash used in operations with net cash from financing and investments.	5	4
2. Strategic Acquisitions and Partnerships		20	15
2.1 Complete strategic acquisitions and partnerships that supplement core product, personnel and intellectual property strengths.	At least two acquisitions or partnerships were required for full achievement of this goal. The goal was 50% achieved: a) Wi-LAN announced its 20% equity interest in **Wi-Comm Communications Co. Ltd**. (Wi-Comm), a Chinese joint venture company based in Beijing. The joint venture was created to accelerate penetration of Wi-LAN products into the Chinese market. b) Reviewed various other partnership and acquisition opportunities, but found them to not be accretive to shareholder value.	10	5
2.2 Remain a key player in the OFDM Forum to enhance existing relationships and cultivate new ones.	The goal was achieved: a) Wi-LAN remains the **Chair Company of the OFDM Forum** (www.ofdm-forum.com). b) In fiscal 2002 the OFDM Forum announced the addition of several **new members including Fujitsu PC, the University of Singapore's Centre for Wireless Communications, and the United States Army**. c) The Forum held its **2002 Annual General Meeting in Beijing, China**. More that 150 attendees were present, including government and academic institutions, telecommunications carriers, Internet service providers, wireless equipment manufacturers and others.	5	5

2002 GOALS	ACHIEVEMENT	MAXIMUM SCORE	ACHIEVED SCORE

2.3 Continue to establish and build strong relationships with customers and partners.	This goal was achieved. Wi-LAN established and improved relationships with many new and existing customers and partners, including:
	a) **Wi-Comm Communications Co. Ltd**. (see 2.1(a) above);
	b) **Wi-Comm United Communications** (see 3.1(b) and (c) below);
	c) **International Network Services Inc. (INS)** (see 3.1(d) below);
	d) **China Satellite Communications Group** (see 3.2(a) below);
	e) **China Communications** (see 3.2(b) below);
	f) **Prime Companies, Inc**. (see 3.2(c) below);
	g) **Motorola, Inc**. (see 3.3(a) below);
	h) **Hermes Technology Limited** (see 3.3(b) below);
	i) **Fujitsu Microelectronics America, Inc**. (see 5.1(d) below); and
	j) **ETRI** (see 5.1(e) below).
		5	5

3. Sales and Marketing		20	14
3.1 Continue to build a successful sales and marketing driven organization.	The goal was substantially achieved. Wi-LAN signed several agreements and won an export sales award in fiscal 2002 that evidenced its growing success as a sales and marketing driven organization: a) Wi-LAN's TIL-TEK Antennas division won the Ontario Global Traders Award of Merit in Market Expansion (Products) for the Eastern Ontario region, for significantly increasing its export sales in new markets. b) Wi-LAN received a $9 million purchase for its W-OFDM based BWS 3000 series from **Wi-Comm United Communications** (Wi-Comm United), a key supplier of Wi-LAN products to the Chinese marketplace headquartered in Beijing, China, and a 29% partner in its Chinese joint venture, Wi-Comm (see 2.1 above). c) Wi-LAN received a $2.5 million purchase order for its new Ultima3 products from **Wi-Comm United**. d) Wi-LAN announced a Reciprocal Consulting Services Subcontracting agreement with **International Network Services Inc.** (INS), a leading provider of network consulting and security services for enterprises. INS (www.ins.com) has completed more than 15,000 consulting engagements over the last decade, and includes more than half of the Fortune 500 among its clients. The agreement defines the terms under which either company may act as the prime contractor in a project and obtain subcontractor services from the other company within the United States and Canada for a period of two years.	5	3
3.2 Increase visibility and awareness of Wi-LAN solutions within the Company's target markets.	The goal was achieved. Wi-LAN announced several major new customers for its products in fiscal 2002 that evidenced increased visibility and awareness of Wi-LAN solutions within the Company's target markets, including: a) Wi-LAN announced Wi-Comm United will supply **China Satellite Communications Group** (Chinasat) with Wi-LAN's 3.5 GHz BWS 3000 System for deployment in the city of Nanjing. Chinasat was established in 1985 as one of six China	5	5

2002 GOALS	ACHIEVEMENT	MAXIMUM SCORE	ACHIEVED SCORE
3.2 *(continued)*	telecommunications operators and is an operator of satellite-based rural telephone systems, multi-media communications systems, and broadband wireless data access systems. b) Wi-LAN announced its Chinese joint venture, Wi-Comm, will supply **China Communications**, a state-owned network operator in China providing nationwide broadband data and Internet services, with Wi-LAN's 3.5 GHz BWS 3000 System. Both China Communications and Chinasat are deploying networks in the city of Nanjing, with a population of 5.2 million. Nanjing is one of five cities (total population of 50 million) in which the Ministry of Information Industry (MII), the super-agency overseeing telecommunications, multimedia, broadcasting, satellites, and the Internet, has issued licenses for 3.5 GHz spectrum for city-wide deployments. In 2003 the MII has initiated the process to issue licenses for 3.5 GHz spectrum in an additional 32 cities. c) Wi-LAN announced an agreement to supply over $0.5 million of its AWE products over a one-year period to **Prime Companies, Inc**. to provide wireless high-speed Internet service in an upscale housing development in California. Prime Companies, Inc. (Prime) is a licensed provider of local multipoint distribution services (LMDS) and a competitive local exchange carrier (CLEC) that operates in several states throughout the U.S.		
3.3 Increase the number of original equipment manufacturer (OEM) agreements.	The goal was substantially achieved: a) Wi-LAN announced a Product Supply, License and Distribution agreement with the Commercial, Government and Industrial Solutions Sector (CGISS) of **Motorola, Inc**. Under terms of the agreement, Motorola CGISS may purchase and/or license Wi-LAN's high-speed wireless data communications products and resell Wi-LAN's products through CGISS' sales channels. b) Wi-LAN announced an OEM agreement with **Hermes Technology Limited** (Hermes) for more than $6 million (more than U.S.$4 million) of its VIP 110-24 product over a two-year period. Hermes intends to sell the product to rural broadband wireless service providers in New Zealand, Australia and nearby island countries.	10	6
4. Product Development		25	24
4.1 Cost-reduce selected products to improve gross margins.	The goal was achieved: a) The **Ultima3** product series, launched in fiscal 2002, is a cost-reduced, feature-rich second generation of Wi-LAN's 5.8 GHz AWE-120-58 product line (see 4.3(b) below). b) Significant progress was made in cost reducing the BWS 3000 product series, resulting in the launch of the **LIBRA** on November 13, 2002. LIBRA is the cost-reduced, feature-enriched third generation of Wi-LAN's highly reliable, field-proven, Non-Line-of-Sight (NLOS) commercial W-OFDM products. LIBRA provides NLOS capability that has been proven in various	10	10

2002 GOALS	ACHIEVEMENT	MAXIMUM SCORE	ACHIEVED SCORE
4.1 *(continued)*	commercial networks, increasing fixed wireless access subscriber coverage from conventional levels of 50% or less to levels that can exceed 90%.		
4.2 Build more features into selected products to meet customer needs.	The goal was achieved. Several new customer-driven features were built into selected Wi-LAN products in fiscal 2002, including the following: a) For the **BWS 3000 Series** and third generation **LIBRA** products, based on Wi-LAN's patented W-OFDM technology: • increased range up to an estimated 40 kilometres; • tiered network service management; • half or full duplex capability; • full redundancy; • T1 and E1 voice networks support; • user-friendly network management; and • an easy to install, weatherproof, single-unit design. b) For the second generation AWE 120-58 (**Ultima3**) product, based on Wi-LAN's patented MC-DSSS technology: • improved scalability; • multi-layered security; • tiered network service management; • increased range up to an estimated 75 kilometres; • T1 and E1 voice networks support; • user-friendly network management interface; and • an easy to install, weatherproof, single-unit design. c) For the **VIP 110-24** product, which incorporates Wi-LAN's patent-pending VINE technology: • software that enables service providers to remotely manage their networks; and • T1 and E1 voice networks support.	5	5
4.3 Bring new products to market based on customer demand.	The goal was achieved. In fiscal 2002, Wi-LAN received an engineering award for its BWS 3000 product, and launched the Ultima3 product series and Wireless T1/E1 Solutions: a) Wi-LAN received the Association of Professional Engineers, Geologists and Geophysicists of Alberta **(APEGGA) Project Achievement Award** for its project that resulted in the W-OFDM based BWS 3000 Series products. The award recognized the project for demonstrating outstanding engineering skills and representing a substantial contribution to technical progress and the betterment of society. b) Wi-LAN launched the AWE 120-58 **Ultima3** Fixed Wireless Access products based on its patented MC-DSSS (Multi-Code Direct Sequence Spread Spectrum) technology. The Ultima3 series is the second generation of Wi-LAN's 5.8 GHz product line. The Ultima3 series includes Rapid Deployment (RD) and Extended Range (ER) products for point-to point applications, and Access Point (AP) and Customer Premises Equipment (CPE) products for point-to-multipoint applications. The point-to-point	5	5

2002 GOALS	ACHIEVEMENT	MAXIMUM SCORE	ACHIEVED SCORE
4.3 *(continued)*	systems can deliver a maximum of 12 Mbps with a distance of up to 75 kilometres, and the point-to-multipoint systems can deliver an aggregated throughput of 72 Mbps per cell with a distance up to 16 kilometres based on a six-sector design. c) Wi-LAN launched its **Wireless T1/E1 Solutions**, which convert voice channels into Internet Protocol (IP) for transmission of voice messages over Wi-LAN's fixed wireless access systems. The Wireless T1/E1 Solutions allow transmission of up to 30 voice channels to provide a robust, reliable and cost-effective alternative to traditional leased T1 or E1 lines.		
4.4 Develop product based on the emerging 802.16a and ETSI HiperMAN standards. Availability of product will depend on timing of standards completion.	Although the 802.16a standard was not completed in fiscal 2002, Wi-LAN made considerable progress toward this goal: a) Wi-LAN hosted a meeting of the **Institute of Electrical and Electronics Engineers (IEEE)** Standards Association's 802.16 Working Group (see 5.1(b) below). b) Wi-LAN signed an ASIC development and technology license agreement with **Fujitsu Microelectronics America, Inc**. (see 5.1(d) below).	5	4
5. Technology Licensing		15	10
5.1 Advance securing more licensing agreements for standard or proprietary products that utilize Wi-LAN's patented technologies.	The goal was achieved, but more new licencing agreements are required. Wi-LAN took several actions to advance securing more licensing agreements, signed a licensing agreement with Fujitsu, and agreed to collaborate with ETRI on 4G specifications: a) Wi-LAN announced its support for the proposal of the **IEEE's Task Group G**, a United States wireless standards setting body, for a new wireless local area network (LAN) standard (IEEE 802.11g) based on OFDM technology that will allow data rates up to 54 Mbps in the 2.4 GHz frequency band. Wi-LAN's receipt of official certification for its patented W-OFDM technology from the Federal Communications Commission (FCC) on June 5, 2001 paved the way for this IEEE 802.11g standard. b) Wi-LAN hosted a meeting of the Institute of Electrical and Electronics Engineers **(IEEE) Standards Association's 802.16 Working Group** from May 20 to May 24, 2002 in Calgary, Canada. The group is working to finalize the universal standard for Fixed Broadband Wireless Access Systems in the 2-11 GHz radio frequencies. IEEE Standard 802.16, published in March 2002, defines a standard for Broadband Wireless Access Systems operating over 11 GHz. The project advanced at this meeting will enhance the physical layer (PHY) and medium access control layer (MAC) of the existing standard to optimize it for radio frequencies from 2 to 11 GHz. c) Wi-LAN announced the commencement of **legal action** in Canada against a private Canadian company claiming to produce a NLOS, fixed wireless device utilizing advanced orthogonal frequency division multiplexing (OFDM) technology. It is Wi-LAN's belief that	15	10

2002 GOALS	ACHIEVEMENT	MAXIMUM SCORE	ACHIEVED SCORE
5.1 *(continued)*	this device infringes Wi-LAN's Canadian patent number 2,064,975. The litigation is ongoing. d) Wi-LAN announced an Application Specific Integrated Circuit (ASIC) development and technology license agreement with **Fujitsu Microelectronics America, Inc**. (FMA), a major designer and marketer of semiconductors and electronic devices. Under the terms of the non-exclusive agreement, Wi-LAN will combine its expertise in W-OFDM technology with FMA's ASIC design capabilities to integrate embedded processors and mixed signal technology into systems-on-chips (SoCs). This agreement is a key component in Wi-LAN's ongoing strategy of cost-reducing its products and licensing its intellectual property. e) Wi-LAN announced an agreement with **ETRI**, a non-profit Korean government-funded research organization that has been at the forefront of technological excellence for more than 25 years, to collaborate to define specifications for future mobile wireless systems beyond International Mobile Telecommunication 2000 (IMT-2000) systems. IMT-2000 Third Generation (3G) systems and 2.5G mobile systems are beginning to be deployed globally. 2.5G mobile systems, such as GPRS, offer data transmission speeds of 64 to 144 kilobits per second (Kbps). IMT-2000 3G mobile systems, such as EDGE, CDMA-2000 and W-CDMA, offer data speeds that range from 384 Kbps to 2,000 Kbps (2 Mbps). While 2.5G and 3G systems are a major improvement over existing 2G mobile systems, which offer data transmission speeds in the single-digit Kbps range, demand for mobile data capacity is expected to drive the need for Fourth Generation (4G) systems, with data capacity in excess of 10,000 Kbps (10 Mbps), over the next several years. ETRI and Wi-LAN are collaborating to define one of the technology specifications for these ultra high-speed mobile wireless systems.		
Total Score		100	80

Anypoint-to-multipoint VINE network in California (VIP 110-24 repeater station with 2 antennas)

The following discussion and analysis of financial condition and results of operations should be read in conjunction with the financial statements and accompanying notes contained in this annual report. **All financial amounts are expressed in thousands of Canadian dollars unless otherwise noted.**

Special Note Regarding Forward Looking Information

Certain statements in Management's Financial Discussion and Analysis, other than statements of historical fact, may include forward-looking information that involves various risks and uncertainties. These can include, without limitation, statements based on current expectations involving a number of risks and uncertainties related to all aspects of the wireless communications industry. These risks and uncertainties include, but are not restricted to, continued increased demand for the Company's products, the Company's ability to maintain its technological leadership in the field of high-speed data communications, the Company's ability to attract and retain key employees, the enforceability of the Company's patents, the Company's ability to raise capital on acceptable terms when needed, and the availability of key components. These uncertainties may cause actual results to differ from information contained herein. There can be no assurance that such statements will prove to be accurate. Actual results and future events could differ materially from those anticipated in such statements. These forward-looking statements are based on the estimates and opinions of Management on the dates they are made and are expressly qualified in their entirety by this notice. The Company assumes no obligation to update forward-looking statements should circumstances or Management's estimates or opinions change.

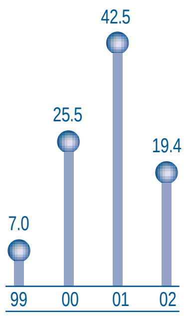
Financial Highlights:

Revenue for fiscal year 2002 was $23.1 million, which met the Company's guidance and is $1.7 million or 7% less than fiscal 2001 revenue of $24.8 million. This decline is due to a $6.5 million reduction of sales from the Company's antenna business, partly offset by $4.8 million or 36% growth in the Company's broadband fixed wireless access product revenue, from $13.4 million in fiscal 2001 to $18.2 million in fiscal 2002.

Operating expenses and cash used in operations showed significant improvement in fiscal 2002 as a result of the restructuring decisions made in the second half of fiscal 2001. Operating expense for fiscal 2002 was $19.4 million, which is $23.1 million less than fiscal 2001 operating expense of $42.5 million, a 54% reduction. Cash used in operations for fiscal 2002 was $4.8 million, which is $29.1 million less than fiscal 2001 cash used in operations of $33.9 million, an 86% reduction. Wi-LAN's operations in fiscal 2002 were funded primarily by an equity financing in the first quarter, which raised net cash of $4.6 million.

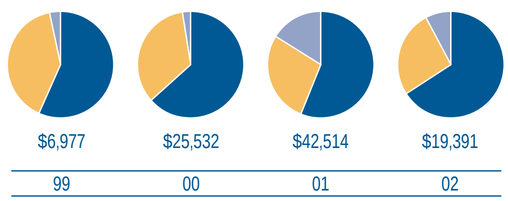
Wi-LAN's **cash balance** as of October 31, 2002 was $5.6 million, $0.1 million more than the $5.5 million cash balance reported as of October 31, 2001. Wi-LAN continues to tighten spending controls, liquidate product inventory and improve product gross margins to further improve cash flow from continuing operations. Wi-LAN's management believes that the Company has adequate cash and working capital to fund operations for at least fiscal year 2003.

Total assets as of October 31, 2002 were $25.1 million, a decrease of $26.9 million or 52% from $52.0 million as of October 31, 2001. This decrease is largely attributable to a reduction in Goodwill and Intangible Assets of $16.1 million, a decrease in inventories of $4.7 million and a reduction in long-term investments of $2.0 million. The $16.1 million



Operating Expense
($MM)

A 54% reduction in operating expenses was achieved in fiscal 2002 compared with 2001.



Operating Expense ($M)

reduction in Goodwill and Intangible Assets included a $10.3 million writedown of goodwill, and $5.8 million amortization of goodwill. The decrease in inventories included a $4.0 million writedown of inventory to its estimated market value. The reduction in long-term investments is due to a write-down of these investments to their estimated market value.

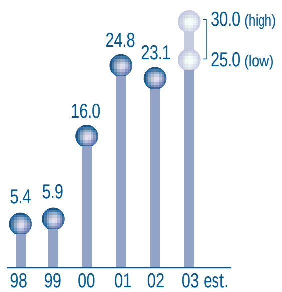
Results of Operations

REVENUE

Product revenue for fiscal 2002 was $23,105, which is $1,333 or 5% less than fiscal 2001 product revenue of $24,438. This decline is largely due to a reduction of sales from the Company's predominantly North American antenna business, partly offset by improved worldwide sales of the Company's broadband fixed wireless access products. Antenna product revenue declined from $11.4 million in fiscal 2001 to $4.9 million in fiscal 2002, a reduction of $6.5 million, driven by a general decline in the demand for cellular and broadcast antennas. The Company's broadband fixed wireless access product revenue grew by $4.8 million or 36%, from $13.4 million in fiscal 2001 to $18.2 million in fiscal 2002. Over the same period, competitors in the fixed wireless access sector typically experienced significantly declining revenues. Consequently, Wi-LAN believes it has significantly increased its market share in this sector. This positions the Company well for future growth as telecom carriers begin to divert spending from wireline applications to broadband fixed wireless access.

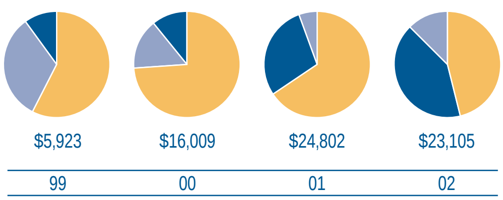
License and technology revenue for fiscal 2002 was $nil, compared with $364 for fiscal 2001 because the Company's licensing agreement with Philips Semiconductor did not generate any royalties in fiscal 2002. Wi-LAN's technology licensing strategy is to focus on licensing its technology and patents to major semiconductor companies because a small number of major semiconductor companies account for most of the market. Also, this strategy ensures Wi-LAN's intellectual property will not act as a deterrent against market acceptance of W-OFDM (Wide-band Orthogonal Frequency Division Multiplexing) technology, since device manufacturers can develop applications with the licensed semiconductor components without having to negotiate a license agreement with Wi-LAN. Wi-LAN signed an ASIC development and technology licensing agreement with Philips Semiconductor in 1999, and signed a second ASIC development and technology license agreement with Fujitsu Microelectronics America, Inc. in the fourth quarter of fiscal 2002.

North American revenue for fiscal 2002 was $10,661, which is $5,657 or 35% less than fiscal 2001 North American revenue of $16,318. This decline is due to a general slowdown in the North American economy, which was most significant in the first quarter, but showed signs of quarterly recovery thereafter. The decline in North American revenue in fiscal 2002 is largely offset by increases in revenue from other geographic regions. **European revenue** for fiscal 2002 was $2,870, which is $1,559 or 119% greater than fiscal 2001 European revenue of $1,311. **Revenue from Asia and other geographies**, excluding North America and Europe, for fiscal 2002 was $9,574, which is $2,401 or 33% greater than fiscal 2001 Asia and other revenue of $7,173.



Annual Revenue
($MM)

The decline in North American revenue in fiscal 2002 was largely due to a decline in antenna sales offset by increases in core product sales in other geographic regions.



Geographic Revenue ($M)

Wi-LAN expects **revenue for fiscal 2003** to be in the range of $25 million to $30 million. Achieving or exceeding the upper end of this range depends largely on the timing of events such as the award of additional contracts for 3.5 GHz broadband wireless equipment in various global markets and the closing of additional technology licensing agreements.

PRODUCT GROSS MARGIN

Non-cash writedowns of inventory reduced Wi-LAN's product gross margin by $3,972 for fiscal 2002, compared with inventory writedowns of $4,750 for fiscal 2001. The inventory writedowns largely result from application of the Company's accounting policy that provides for an inventory valuation allowance based on a continual review of the composition, quantity, and expected future usage or sales of inventory. For further disclosure regarding these items, refer to Note 14 to the financial statements.

Before the inventory writedowns, Wi-LAN's **product gross margin** for fiscal 2002 was 31% compared with 33% for fiscal 2001. Reduced product gross margins, before inventory writedowns, were primarily due to sales of previously written-down inventoried products, which have low margins but positive cash flow, offset partially by changes in product mix as new and cost-reduced higher margin products were introduced. After the inventory writedowns, Wi-LAN's product gross margin was 13% for fiscal 2002, compared with 14% for fiscal 2001.

OPERATING LOSS

The Company's operating loss for fiscal 2002 was $16,299 compared with $39,015 for fiscal 2001, an improvement of $22,716. Annual operating expense decreased by $23,123 as the restructuring actions taken in late 2001 significantly reduced costs on a comparable basis to fiscal 2001. This was partly offset by reduced gross margin, which increased the annual operating loss by $407.

The reduction in operating expense for fiscal 2002, compared with fiscal 2001, is made up of the following items:

- **Sales and marketing expense** for fiscal 2002 was $5,654, compared with $10,950 for fiscal 2001, a reduction of $5,296. Research and development expense for fiscal 2002 was $5,122, compared with $11,790 for fiscal 2001, a reduction of $6,668. Product and customer services expense for fiscal 2002 was $3,563, compared with $6,160 for fiscal 2001, a reduction of $2,597. General and administrative expense for fiscal 2002 was $3,479, compared with $4,777 for fiscal 2001, a reduction of $1,298. Reductions in sales and marketing, research and development, product and customer services, and general and administrative expenses totaling $15,859 for the comparative fiscal years were a direct result of restructuring actions taken in July 2001 and September 2001. These expenses are expected to continue to show improvement from further cost saving measures in future reporting periods.
- **Depreciation and amortization** expense for fiscal 2002 was $1,425, compared with $1,745 for fiscal 2001, a reduction of $320.
- **Business development expense** for fiscal 2002 was $148, compared with $2,055 for fiscal 2001, a reduction of $1,907. This decrease reflects a reduction of business development personnel and activity.
- **Special charges** for fiscal 2002 were $nil, compared with $5,037 for fiscal 2001. In fiscal 2001 these charges included cost of excess space and workforce reduction severance incurred as a result of restructuring the operations of the Company. For further disclosure regarding these items, refer to Note 16 to the financial statements.

NET LOSS FROM CONTINUING OPERATIONS

The Company's net loss from continuing operations for fiscal 2002 was $33,207, compared with $44,196 for fiscal 2001, a reduction of $10,989. The net loss from continuing operations resulted largely from the operating loss previously described. As well, a writedown of goodwill of $10,320, a one-time non-cash charge taken to write down the net assets of Wi-LAN Technologies Inc. and the TIL-TEK antenna division to their estimated realizable value, was incurred in fiscal 2002, increasing the net loss in the current fiscal year. For further disclosure regarding these items, refer to Note 8 to the financial statements.

Excluding the operating loss and the writedown of goodwill, the net loss from continuing operations increased by $1,407 over fiscal 2001. The following items contributed to this increase in the net loss:

- **Amortization of goodwill** for fiscal 2002 was $5,839, compared with $5,219 for fiscal 2001, an increase of $620. Amortization of goodwill was higher in fiscal 2002 because the amortization of goodwill on the acquisition of Wi-LAN Technologies commenced in April 2001.
- **Loss on impairment of investments** for fiscal 2002 was $2,021, compared with $4,770 for fiscal 2001, a decrease of $2,749. These losses are writedowns resulting from Company reviews of the fair value of portfolio investments held. For further disclosure regarding these items, refer to Note 9 to the financial statements.
- **Interest and bank charges** for fiscal 2002 were $105, compared with $213 for fiscal 2001, a decrease of $108.
- **Interest income** for fiscal 2002 was $201, compared with $624 for fiscal 2001, a reduction of $423. This decrease was due primarily to lower cash balances in fiscal 2002.
- **Gains on disposals** for fiscal 2002 were $323, compared with $3,809 for fiscal 2001, a reduction of $3,486. This decrease is due to fewer disposals of assets in fiscal 2002.
- **Other income** for fiscal 2002 was $817, compared with $554 for fiscal 2001, an increase of $263. This increase is primarily due to the expiry of an agreement regarding $267 of long-term debt owed to Alberta Economic Development and Tourism Inc. For further disclosure regarding this item, refer to Note 12 to the financial statements.
- **Foreign exchange gains** for fiscal 2002 were $97, compared with $93 for fiscal 2001, an increase of $4. These changes are due to gains and losses on foreign exchange transactions and the translation of Wi-LAN Technologies financial information and Wi-Comm Communications joint venture financial information from U.S. dollars to Canadian dollars.
- **Income tax expense** for fiscal 2002 was $61, compared with $59 for fiscal 2001. Income tax expense resulted from large corporations tax.

NET LOSS

The Company's net loss for fiscal 2002 was $5,798, compared with $98,712 for fiscal 2001, a reduction of $92,914. The net loss from continuing operations resulted partly from the operating loss previously described. As well, loss on discontinued operations for fiscal 2002 was nil, compared with $54,516 for fiscal 2001. The Company's gain on the sale of its majority ownership of Digital Transmission Systems (DTS) for fiscal 2002 was $27,409, compared with $nil for fiscal 2001. The total impact of these two items is an improvement of $81,925 for net income in fiscal 2002 over fiscal 2001. When the sale was completed, the liabilities of DTS were eliminated as an obligation of Wi-LAN, which substantially accounts for the gain on sale. For further disclosure regarding these items, refer to Note 18 to the financial statements.

FINANCIAL CONDITION, LIQUIDITY, AND REQUIREMENTS OUTLOOK

The Company's **consolidated cash** at October 31, 2002 was $5,586 compared with consolidated cash of $5,533 at October 31, 2001, an increase of $53. On February 14, 2002 the Company issued 1,530,000 units at a price of $3.40 per unit for aggregate gross and net proceeds of $5,202 and $4,637 respectively. After this amount is increased by share capital issued on exercise of stock options of $117 and decreased by capital lease payments of $271, net cash from financing was $4,483. Other sources of cash were $238 from investments and $166 from discontinued operations. These amounts, totaling $4,887, were largely offset by cash used in operations for fiscal 2002 of $4,834. For further disclosure regarding these items refer to the Consolidated Statements of Cash Flows and Note 13 to the financial statements.

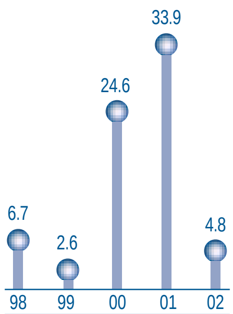
The Company's **consolidated long-term debt** at October 31, 2002 was $nil, compared with $267 on October 31, 2001. Alberta Economic Development and Tourism made advances to the Company pursuant to the provisions of the Department of Technology, Research and Telecommunication Act. The loan was repayable at the rate of 4% of total gross revenue from sales of specific product technology calculated on six-month periods, commencing April 1, 1995. In 2002 the agreement expired with no amounts due under this repayment provision. The full amount due was taken into income in 2002. For further disclosure regarding these items refer to Note 12 to the financial statements.

The Company's **consolidated working capital** at October 31, 2002 was $7,303 compared with consolidated working capital of $13,663 at October 31, 2001, a decrease of $6,360. The decrease in consolidated working capital is composed of a decrease in current assets of $5,610, from $20,188 at October 31, 2001 to $14,578 at October 31, 2002, and an increase in current liabilities of $750, from $6,525 at October 31, 2001 to $7,275 at October 31, 2002. The decrease in current assets is largely due to a decrease in inventories of $4,715, which in turn is due to inventory writedowns of $3,972, resulting in a net increase in inventory valuation allowance of $2,680, and a decrease in inventories at cost of $2,035. For further disclosure regarding these items refer to Note 6 to the financial statements. The remainder of the decrease in current assets is due to a decrease in accounts receivable of $421, a decrease in trade notes receivable of $452, and a decrease in prepaid expenses and deposits of $75, partly offset by the aforementioned increase in cash of $53. The increase in current liabilities is due to an increase in accounts payable and accrued liabilities of $1,217 and an increase in warranty liabilities of $226. These increases were partly offset by a decrease in the current portion of deferred revenue of $208, a decrease in the current portion of the cost of excess space of $142, a decrease in the current portion of the capital lease obligation of $76, and the aforementioned decrease of $267 in the current portion of long-term debt.

During the 2002 fiscal year the Company has continued to report operating losses but operating expenses have been reduced significantly and a cash management program with strict expenditure controls has been implemented. At October 31, 2002 the Company had $7,303 of working capital, including cash balances of $5,586. Cash used in operations in fiscal 2002 was $4,834. Accordingly, the Company's management believes that **the Company has adequate working capital resources to fund operations for at least fiscal year 2003**.

CASH USED IN OPERATIONS

During fiscal year 2002 the Company **used cash in operations** in the amount of $4,834, compared with $33,903 for fiscal 2001, a reduction of $29,069. The decrease in cash used in operations for fiscal 2002 is largely due to a decrease in the Company's cash net loss from continuing operations of $19,436 compared with fiscal 2001. The restructuring actions taken in July and September 2001 improved cash expenditures on a comparable basis to fiscal 2001. Cash used in operations in future reporting periods is expected to continue to show improvement from product sales growth, improved product gross margins and further cost saving measures. Changes in non-cash operating working capital balances accounted for the remaining $9,633 of the improvement. For further disclosure regarding these items refer to the Consolidated Statements of Cash Flows.



Cash Used in Operations ($MM)

Cash used in operations in fiscal 2002 was $4.8 million, compared with $33.9 million in 2001, an 86% reduction.

FINANCING ACTIVITIES

During fiscal year 2002 the Company had **cash from financing activities** of $4,483, a $21,544 decrease compared with cash from financing of $26,027 in fiscal 2001. The differences are primarily attributable to the amount and timing of cash inflow from the issue of common shares pursuant to secondary offerings of common shares in Canada and exercise of stock options. For further disclosure regarding these items refer to the Consolidated Statements of Cash Flows and Note 13 to the financial statements.

INVESTING ACTIVITIES

During fiscal 2002 the Company had **cash from investing** activities of $238, a $1,659 decrease compared with cash used in investing activities of $1,897 in fiscal 2001. The differences are attributable to the amount and timing of cash outflow for the purchase of capital and intangible assets; cash outflow for acquiring equity interests in certain private companies; and cash inflow from proceeds on disposal of equity interests in companies. For further disclosure regarding these items refer to the Consolidated Statements of Cash Flows.

IMPACT OF INFLATION

Inflation is not considered to be a major factor affecting continuing operations, as the inflation rate remains low.

FOREIGN CURRENCY

Wi-LAN Technologies operations and discontinued operations are translated from United States dollars into Canadian dollars for financial statement presentation. Consequently, movements in exchange rates may have a significant impact on financial results. In fiscal 2002 the Company's consolidated revenues were primarily denominated in United States dollars. Consolidated expenses are primarily denominated in United States and Canadian dollars. Based on the 2002 distribution of revenues and net loss, a U.S. one cent increase in the exchange rate between the Canadian and U.S. dollar is estimated to increase the Company's revenues by $38 and reduce the net loss by $7.

RISKS AND UNCERTAINTIES

In addition to risks described elsewhere in this interim report, the Company is subject to each of, and the cumulative effect of all of, the following risk factors:

- Competition in the wireless industry and competition from wired telecommunications;
- Technological change, new products and standards and dependence on proprietary technology;
- Risk of third party claims for infringement;
- Risk of inability to protect the Company's intellectual property against unauthorized or infringing uses;
- Risk of inability to effectively manage future growth and expansion;
- Dependence on key personnel, products and customers;
- Variances in the industry growth rate;
- Finite financial resources and the potential need for future financing;
- Dependence on third party manufacturers, suppliers and licensees;
- Risks related to acquisitions;
- Reliance on international sales; and
- Changes in the regulatory environment.

The Company has comprehensive risk management practices in place designed to offset these risk factors as much as possible.

The financial statements of Wi-LAN and the other financial information included in this annual report are the responsibility of the Company's management and have been examined and approved by its Board of Directors. These financial statements have been prepared by management in accordance with generally accepted accounting principles and include some amounts that are based on management's best estimates using careful judgment. The selection of accounting principles and methods is management's responsibility.

The Company maintains internal control systems designed to ensure that financial information is relevant and accurate and that assets are safeguarded. Management recognizes its responsibility for conducting the Company's affairs to comply with the requirements of applicable laws and established financial standards and principles, and for maintaining proper standards of conduct in its activities.

The Board of Directors supervises the financial statements and other financial information through its Audit Committee, which consists solely of outside directors.

This committee's role is to examine the financial statements and recommend that the Board of Directors approve them, to examine the internal control and information protection systems and all other matters relating to the Company's accounting and finances. In order to do so, the Audit Committee meets periodically with the external auditors, with and without the Company's management, to review their audit plan and discuss the results of their examinations.

KPMG LLP has audited the financial statements in accordance with generally accepted auditing standards. KPMG LLP are the external auditors who were appointed by the shareholders. KPMG LLP have full and unrestricted access to the Audit Committee to discuss their audit and related findings as to the integrity of the Company's financial reporting.

Dr. Hatim Zaghloul
Chairman and Chief Executive Officer

Keith Bittner
Acting Chief Financial Officer

We have audited the consolidated balance sheets of Wi-LAN Inc. as at October 31, 2002 and 2001 and the statements of operations and deficit and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at October 31, 2002 and 2001 and the results of its operations and its cash flows for the years then ended in accordance with Canadian generally accepted accounting principles.

KPMG LLP

Chartered Accountants

Calgary, Canada
December 19, 2002

Wi-LAN Inc.
(in thousands of dollars)

October 31,	2002	2001
Assets		
Current assets:		
Cash	**$ 5,586**	$ 5,533
Accounts receivable	**4,512**	4,933
Trade notes receivable (Note 10)	**–**	452
Inventories (Note 6)	**4,101**	8,816
Prepaid expenses and deposits	**379**	454
	14,578	20,188
Capital assets (Note 7)	**3,179**	4,256
Goodwill and intangible assets (Note 8)	**6,778**	22,933
Long-term investments (Note 9)	**584**	2,616
Trade notes receivable (Note 10)	**–**	542
Deferred costs (Note 14)	**–**	1,500
	$ 25,119	$ 52,035
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable and accrued liabilities	**$ 5,739**	$ 4,522
Deferred revenue	**10**	218
Warranty liabilities	**316**	90
Cost of excess space	**1,034**	1,176
Capital lease obligation	**176**	252
Current portion of long-term debt (Note 12)	**–**	267
	7,275	6,525
Capital lease obligation	**135**	159
Cost of excess space	**2,908**	2,690
Deferred revenue	**161**	39
Discontinued operations (Note 18)	**–**	26,956
Shareholders' equity:		
Share capital (Note 13 and 15)	**151,988**	147,216
Contributed surplus	**400**	400
Deficit	**(137,748)**	(131,950)
	14,640	15,666
Liquidity and financing requirements (Note 3)		
Commitments and contingencies (Note 12 (b) and 19)		
	$ 25,119	$ 52,035

See accompanying notes to consolidated financial statements.

On behalf of the Board:

H. Zaghloul

Dr. Hatim Zaghloul
Director

Charles Hotzel
Director

Wi-LAN Inc.
(in thousands of dollars, except per share amounts)

Years ended October 31,	2002	2001
Revenue:		
Product	$ 23,105	$ 24,438
License and technology	–	364
	23,105	24,802
Cost of product sales	16,041	16,553
Writedown of inventory to market (Note 14)	3,972	4,750
	3,092	3,499
Expenses:		
Sales and marketing	5,654	10,950
Research and development	5,122	11,790
Product and customer services	3,563	6,160
General and administrative (Note 15)	3,479	4,777
Depreciation and amortization	1,425	1,745
Business development	148	2,055
Special charges (Note 16)	–	5,037
	19,391	42,514
Operating loss before the following	(16,299)	(39,015)
Amortization of goodwill	(5,839)	(5,219)
Writedown of goodwill (Note 8)	(10,320)	–
Loss on impairment of investments (Note 9)	(2,021)	(4,770)
Interest and bank charges	(105)	(213)
Interest income	201	624
Gains on disposal	323	3,809
Other income	817	554
Foreign exchange gain	97	93
Net loss before tax	(33,146)	(44,137)
Income taxes (Note 20)	(61)	(59)
Net loss from continuing operations	(33,207)	(44,196)
Loss on discontinued operations – current (Note 18)	–	(51,266)
Loss on discontinued operations – accrued (Note 18)	–	(3,250)
Gain on sale of discontinued operations (Note 18)	27,409	–
Net loss	(5,798)	(98,712)
Deficit, beginning of year	(131,950)	(33,238)
Deficit, end of year	$ (137,748)	$ (131,950)
Income (loss) per share from continuing operations	$ (1.10)	$ (1.65)
Income (loss) per share from discontinued operations	$ 0.91	$ (2.03)
Income (loss) per share – basic and diluted	$ (0.19)	$ (3.68)

See accompanying notes to consolidated financial statements.

Wi-LAN Inc.
(in thousands of dollars)

Years ended October 31,	2002	2001
Cash provided by (used in):		
Operations:		
Net loss from continuing operations	**$ (33,207)**	$ (44,196)
Items not involving cash:		
Depreciation and amortization	**7,264**	6,964
Special charges	**–**	3,928
Loss on impairment of investments	**2,021**	4,770
Writedown of goodwill	**10,320**	–
Gain on disposals of assets	**(323)**	(3,809)
Cost of excess space	**76**	–
Deferred costs	**1,500**	–
Long-term debt	**(267)**	–
Loss on foreign exchange and other	**229**	520
	(12,387)	(31,823)
Change in non-cash operating working capital balances:		
Accounts receivable	**421**	3,077
Trade notes receivable	**985**	(361)
Inventories	**4,715**	(2,240)
Prepaid expenses and deposits	**75**	2,481
Deferred charge	**–**	(1,500)
Accounts payable and accrued liabilities	**1,269**	(2,765)
Deferred revenue	**(86)**	(772)
Warranty liabilities	**174**	–
	(4,834)	(33,903)
Financing:		
Share capital issued for cash	**5,202**	27,874
Share capital issued on exercise of stock options	**117**	204
Notes receivable on share purchase plan	**–**	22
Share issue costs	**(565)**	(2,073)
Capital lease payments	**(271)**	–
	4,483	26,027
Investments:		
Capital assets	**(81)**	(1,758)
Intangible assets	**(38)**	(90)
Long-term investments	**(10)**	(933)
Proceeds from disposal of long term investment	**349**	4,678
Proceeds from disposal of capital assets	**18**	–
	238	1,897
Net cash provided by (used in) discontinued operations	**166**	(1,059)
	53	(7,038)
Cash, beginning of year	**5,533**	12,571
Cash, end of year	**$ 5,586**	$ 5,533

Cash consists of cash on hand and balances with banks.

See accompanying notes to consolidated financial statements including Note 17 – Supplemental cash flow information.

Years ended October 31, 2002 and 2001 (tabular amounts in thousands of dollars)

1. Nature of operations:

Wi-LAN Inc., (the "Company") is incorporated under the Business Corporations Act (Alberta), Canada. Its principal business activities include the research and development, manufacturing, marketing and selling of high speed wireless data communications products and development and licensing of intellectual property.

2. Significant accounting policies:

The financial statements are stated in Canadian dollars and have been prepared using the historical cost basis in accordance with accounting principles generally accepted in Canada. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the year. These financial statements have, in management's opinion, been properly prepared within the framework of the accounting policies summarized below.

The amounts recorded for allowance for doubtful accounts, reserve for technological obsolescence of inventory, sales returns, discounts and allowances, goodwill valuation, amortization periods of intangible assets, estimated useful life of capital assets, forgiveness of debt, estimated future tax, and provisions for certain contingent liabilities are based on management's best estimates. By their nature, these estimates are subject to measurement uncertainty, and the effect on the financial statements of changes in estimates in future periods could be significant.

(a) Consolidation and long-term investments:

The consolidated financial statements include the accounts of Wi-LAN Inc., its wholly owned subsidiaries, and 100% of the consolidated financial results, adjusted for non-controlling interests, of Digital Transmission Systems, Inc. ("DTS"), an Atlanta, Georgia based company, a subsidiary in which the Company had a 51% common equity interest. The operations of DTS have been restated as Discontinued Operations for the years ended October 31, 2002 and 2001 (see Note 18). All material inter-company transactions have been eliminated. Investments subject to significant influence are accounted for by the equity method. Investments in companies that are not subject to significant influence or control are accounted for by the cost method.

(b) Revenue recognition:

The Company recognizes revenue when an agreement has been signed with the customer, the product has been delivered and collection is probable.

For product sales, these conditions normally are achieved when products are shipped. The Company estimates and records provisions for sales returns, discounts and allowances in the period the sale is reported, based on its experience and other relevant factors. Certain of the Company's contractual arrangements allow for limited right of return. Management of the Company has provided an allowance for expected sales returns, discounts, and allowances related to these customers based on the historical return rates and expected future returns of sales to these customers. The amounts of sales discounts, returns, and allowances ultimately incurred could differ in the near term from the allowances recorded in these financial statements.

Revenue from licensing of technology is recognized when the Company has completed or fulfilled the terms of the licensing agreement including delivery, acceptance and any elements that are essential to the functionality of the technology.

(c) Foreign currency translation:

The financial statements use the Canadian dollar as the unit of measurement. Monetary assets and liabilities denominated in a foreign currency are translated into Canadian dollars at the rate of exchange in effect at the balance sheet date. Revenue and expense items are translated at the average rate of exchange for the year. All exchange gains or losses are included in income.

(d) Inventories:

Parts and sub-assembly inventory is stated at the lower of cost, on a first-in, first-out basis and replacement cost. Inventories of finished goods and work-in-progress are stated at the lower of average cost and net realizable value. A valuation allowance is established for inventories based on a review of the composition, quantity, and expected future usage or sales of inventories including expected sales prices.

(e) Capital assets:

Capital assets are stated at cost. Depreciation and amortization is calculated on the straight line method over the estimated useful lives of the assets as follows:

	Estimated Life
Machinery and business equipment	3-7 years
Computer software and equipment	3-5 years
Furniture and fixtures	5-7 years
Leasehold improvements	15 years
Vehicles	3 years
Building	20 years

(f) Goodwill and intangible assets:

Goodwill and other intangible assets, which include patents, licenses, and trademarks are recorded at cost and are amortized on a straight-line basis over periods ranging from 5-17 years, beginning in the year of acquisition. The Company assesses the recoverability of intangible assets by determining whether the amortization of the asset balances over their remaining lives can be recovered through undiscounted future operating cash flows of the acquired asset. If such a review indicates impairment, the Company uses fair value in determining the amount that is written off.

Effective November 1, 2002 the Company will discontinue amortizing goodwill. The Company will adopt the new standard of the Canadian Institute of Chartered Accountants Section 3062 – Goodwill and Other Intangible Assets which requires intangibles to be separated into finite or indefinite life assets. Finite life intangibles are amortized over their useful lives with an annual review of the amortization method and useful life. Indefinite life intangibles and goodwill are not amortized and are tested for impairment annually. The annual impairment test is a two part test which compares the carrying amount of the reporting unit to the fair value. If the carrying amount exceeds the fair value, the goodwill or indefinite life intangible is written down to fair value with a charge to earnings.

(g) Research and development costs:

Research and development costs are expensed as incurred except if the development costs are recoverable and directly related to the development of new products, processes or systems.

(h) Warranty accrual:

The Company warrants certain of its products against defects in design, materials, and workmanship for periods ranging from one to three years. A provision for estimated future costs relating to warranty expense is recorded when the products are shipped based on historical claims and projected future experience.

Certain of the Company's product lines have been recently introduced to market and therefore limited historical data has been available on which to base estimates of future returns for warranty repairs. Management of the Company has provided for warranty expense related to these new products based on the historical return rates and repair costs of established product lines, as well as recent and expected return rates and repair costs of these new products. The amount of warranty expense ultimately incurred could differ in the near term from the amount accrued in these financial statements.

(i) Income taxes:

The Company uses the liability method of tax allocation in accounting for income taxes. Under this method, future tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities, and measured using the substantively enacted tax rates and laws that are expected to be in effect when the differences are expected to reverse.

(j) Earnings per common share:

The Company uses the treasury stock method for calculating diluted earnings per share. Under this method all options whose average price is less than or equal to the daily weighted average share price for the period to date are considered outstanding and all convertible securities are converted at the average share price for the period.

(k) Stock-based compensation:

Effective February 1, 2002, Wi-LAN adopted the new standard of the Canadian Institute of Chartered Accountants Section 3870 – Stock-Based Compensation and Other Stock-Based Payments. The adoption of the new standard is retroactive to the start of the 2002 fiscal year. This section establishes standards for the recognition, measurement and disclosure of stock-based compensation and other stock-based payments made in exchange for goods and services. It applies to transactions in which an enterprise grants shares of common stock, stock options, or other equity instruments, or incurs liabilities based on the price of the common stock or other equity instrument. For options granted to employees, Wi-LAN uses settlement date accounting whereby the stock options are accounted for only when exercised.

(l) Comparative information:

Certain comparative information for 2001 has been restated to conform with the current year's presentation.

3. Liquidity and financing requirements:

The annual audited financial statements of the Company for the years ended October 31, 2001 and 2000, contained a note on "Future Operations" recognizing the level of operating losses and expressed management's view that if the Company were not successful in generating sufficient cash resources from operations or external financing there was substantial doubt with respect to the Company's ability to continue as a going concern. During the current fiscal year the Company was able to successfully raise $5.2 million of external financing. While the Company continues to report operating losses, the operating expenses have been reduced significantly and a cash management program with strict expenditure controls is enforced. In addition the Company is taking steps to reduce its product costs in order to improve product gross margins.

At October 31, 2002, the Company had $7.3 million of working capital, including cash balances of $5.6 million. The Company's management believes that the Company has adequate working capital resources to fund operations for at least the next twelve months.

4. Investment in Wi-Comm Communications Equipment Co. Ltd. Joint Venture:

In October 2001, Wi-LAN entered into a joint venture agreement with a 20% participation in the joint venture named Wi-Comm Communications Co. Ltd. The purpose of the joint venture is to design, manufacture and sell wireless data products and provide after-sale repair service, principally in the People's Republic of China. No activity had taken place in the joint venture until April 2002 when the joint venture partners contributed equity into the joint venture and the joint venture made a payment to Wi-LAN as part of a Technology Transfer Agreement. No revenue has been generated by the joint venture during the year ended October 31, 2002.

The Company's interest in the joint venture is accounted for using the proportionate consolidation method of accounting whereby Wi-LAN's 20% pro-rata share of the assets, liabilities, revenues and expenses of the joint venture is included on a line-by-line basis with similar items in the financial statements.

Assets and liabilities presented in the consolidated balance sheets include the following assets and liabilities of the joint venture:

	2002	2001
Current assets	**$ 105**	$ –
Capital assets	**12**	–
Current liabilities	**(28)**	–
Non-current liabilities	**(115)**	–
	$ (26)	$ –

Expenses presented in the consolidated statement of operations include the following expenses of the joint venture:

	2002	2001
Expenses:		
General and administrative	**$ 24**	$ –
Operating loss before the following	**(24)**	–
Foreign exchange loss	**(2)**	–
Net loss from continuing operations	**$ (26)**	$ –

The cash flows of the joint venture are as follows:

	2002	2001
Cash provided by (used in):		
Operations	**$ 55**	$ –
Financing	**–**	–
Investments	**(12)**	–
Increase in cash	**$ 43**	$ –

5. Acquisitions:

On April 10, 2001, for a total purchase price of $9.8 million, the Company acquired all of the business assets of Utilicom, Inc. operating as UC Wireless, a United States fixed wireless access equipment supplier. The assets were subsequently incorporated into a wholly-owned subsidiary of the Company called Wi-LAN Technologies Inc. The Company issued 1,687,500 common shares as consideration for the acquisition.

The acquisition has been accounted for in the consolidated financial statements using the purchase method with operations of the acquired business included in the consolidated statement of operations from the date of acquisition. The following is a summary of the transaction:

	Wi-LAN Technologies Inc. April 10, 2001
Current assets	$ 2,193
Capital assets	196
Goodwill	7,430
	$ 9,819

Purchase Consideration:	
Common shares issued	$ 9,619
Acquisition costs	200
	$ 9,819

6. Inventories:

	2002	2001
Parts and sub-assemblies	**$ 6,428**	$ 4,783
Work-in-progress	**204**	187
Finished goods	**3,538**	7,235
	10,170	12,205
Valuation allowance	**(6,069)**	(3,389)
	$ 4,101	$ 8,816

7. Capital assets:

October 31, 2002	Cost	Accumulated depreciation and amortization	Net book value
Machinery and business equipment	$ 2,251	$ 1,113	$ 1,138
Computer software and equipment	2,923	2,219	704
Furniture and fixtures	1,259	589	670
Leasehold improvements	294	27	267
Vehicles	14	8	6
Land	15	0	15
Building	425	46	379
	$ 7,181	**$ 4,002**	**$ 3,179**

October 31, 2001	Cost	Accumulated depreciation and amortization	Net book value
Machinery and business equipment	$ 1,975	$ 728	$ 1,247
Computer software and equipment	2,936	1,538	1,398
Furniture and fixtures	1,260	354	906
Leasehold improvements	884	591	293
Vehicles	13	4	9
Land	15	0	15
Building	414	26	388
	$ 7,497	$ 3,241	$ 4,256

Capital assets purchased using capital leases are as follows:

October 31, 2002	Cost	Accumulated depreciation and amortization	Net book value
Machinery and business equipment	$ 473	$ 103	$ 370
Computer software and equipment	103	52	51
Furniture and fixtures	287	91	196
	$ 863	**$ 246**	**$ 617**

October 31, 2001	Cost	Accumulated depreciation and amortization	Net book value
Machinery and business equipment	$ 282	$ 37	$ 245
Computer software and equipment	103	17	86
Furniture and fixtures	287	34	253
	$ 672	$ 88	$ 584

8. Goodwill and intangible assets:

October 31, 2002	Cost	Accumulated amortization	Net book value
Goodwill	$ 29,193	$ 22,829	$ 6,364
Trademarks	68	8	60
Patents and licenses	447	93	354
	$ 29,708	**$ 22,930**	**$ 6,778**

October 31, 2001	Cost	Accumulated amortization	Net book value
Goodwill	$ 29,193	$ 6,670	$ 22,523
Trademarks	46	5	41
Patents and licenses	431	62	369
	$ 29,670	$ 6,737	$ 22,933

The accumulated amortization as at October 31, 2002 includes a $7,800,000 writedown of the Til-Tek goodwill and a $2,520,000 writedown of the Wi-LAN Technologies goodwill.

9. Long-term investments:

The following summarizes the Company's long-term portfolio investments, none of which represent more than 10% interest in the subject companies noted:

	Cell-Loc Inc.	Interwave Communications International Ltd. (formerly Wireless Inc.)	NTG Clarity Networks Inc.	Air2LAN Inc.	Digital Transmission Systems Inc.	Total
Balance:						
October 31, 2002	**$ 511**	**$ –**	**$ 73**	**$ –**	**$ –**	**$ 584**
October 31, 2001	$ 532	$ –	$ 289	$ 1,795	$ –	$ 2,616
Market value:						
October 31, 2002	**$ 603**	**$ 10**	**$ 68**	**N/A**	**$ 15**	**N/A**
October 31, 2001	$ 720	$ 238	$ 145	N/A	N/A	N/A

The market values of the investments in Cell-Loc Inc., Interwave Communications International Ltd., NTG Clarity Networks Inc. and Digital Transmission Systems, Inc. are based on trading activity. The market value of these investments may differ from the realizable value due to the liquidity of such shares. All other investments noted above are private companies and the fair value of the Company's investment in each has not been determined for financial statement purposes.

In June 2001, Wireless Inc. was taken over by Interwave Communications International Ltd. and the Company received shares of Interwave Communications International Ltd. for its shares of Wireless Inc.

The Company reviews the carrying value of portfolio investments held annually. A writedown to the net realizable value of $2,021 was recorded for year ended October 31, 2002 as it was determined that the carrying value of certain investments had a decline that was other than temporary and recovery, given the present market conditions, of the book value of the investments is unlikely.

The Company recorded a writedown of $2,021 (2001 - $4,770) for the year ended October 31, 2002. Several investments were identified as having no value due to the poor financial position of the companies concerned, their lack of past profitability and the lack of prospect for profitability of those companies in the near term. The Company was unable to locate purchasers for these investments and there is no public trading market for the subject equity shares.

10. Trade notes receivable:

	2002	2001
Trade notes receivable – current	$ –	$ 452
Trade notes receivable – long term	–	542
	$ –	$ 994

Trade notes receivable of $800,000 (2001 - $667,000) were deemed to be uncollectible and were written off during the year.

11. Due to related parties and related party transactions:

The following outlines related party transactions, all of which are in the normal course of operations and are measured at an exchange value, which approximates the arms length equivalent as with any third party:

	2002	2001
Revenues:		
Sale of products to companies in which Wi-LAN owns less than a 10% minority interest	$ 81	$ 372
Sale of products to a company in which an officer and director is a significant shareholder and director	3	–
Expenses:		
Interest expense incurred with a company in which an officer and director is a significant shareholder	2	9
Software development costs incurred with a company in which an officer and director is a significant shareholder	–	182
Purchase of product from a company in which Wi-LAN owns a less than 10% minority interest	–	178

At year end, the amounts due to (from) related parties are as follows:

	2002	2001
Notes and interest payable to a company in which an officer and director is a significant shareholder, accrues interest at 6%, the notes are unsecured, principal and interest payable at maturity on January 11, 2002 (note and accrued interest in accounts payable)	$ –	$ 178
Notes receivable and accrued interest from companies in which Wi-LAN has a minority interest, accrues interest at rates ranging from 8% to 10.5%, principal and interest due monthly with maturities ranging from December 1, 2003 to August 1, 2004 (principal in notes receivable and interest in accounts receivable) ($446 written off during 2002 – see Note 10)	–	(621)
Note receivable from a company in which an officer and director is a significant shareholder, bears no interest, due from royalties on the sale of certain software net of certain share buyback provisions (amount written off during 2002 – see Note 10)	–	(38)
Trade accounts receivable from companies in which Wi-LAN has a minority interest (included in accounts receivable) ($222 written off to bad debt during 2002)	–	(222)

12. Long-term debt and lines of credit:

(a) Long-term debt

	2002	2001
Alberta Economic Development and Tourism Inc.	$ –	$ 267
Less: current portion	–	(267)
	$ –	$ –

Alberta Economic Development and Tourism made advances to the Company pursuant to the provisions of the Department of Technology, Research and Telecommunication Act. The loan is repayable at the rate of 4% of total gross revenue from sales of specific product technology calculated on six month periods, commencing April 1, 1995. Interest at 9% annually up to a maximum cumulative amount of approximately $58,000 was included in the amount due. In 2002 the agreement expired with no amounts due under the repayment provision. The full amount due, including accrued interest, was taken into income in 2002.

(b) Lines of credit:

The Company has a credit facility with a Canadian commercial bank secured by cash to cover up to $525,000 in Letters of Credit.

13. Share capital:

(a) Authorized:

Unlimited number of voting common shares. 6,350.9 of special preferred, redeemable, retractable, non-voting shares and an unlimited number of preferred shares, issuable in series.

(b) Issued and outstanding:

	Common Shares	
	Number	Amount
Balance, October 31, 2000	23,204,725	$ 107,544
Issued for cash	3,549,850	27,874
Share issue costs – cash	–	(2,073)
Exercise of stock options	84,257	204
Acquisition of assets of Wi-LAN Technologies	1,687,500	9,619
Issued for shares of Air2LAN	640,000	4,026
Decrease in notes receivable, net	(16,782)	22
Balance, October 31, 2001	29,149,550	147,216
Issued for cash	1,530,000	5,202
Share issue costs	–	(565)
Exercise of stock options	54,613	117
Stock-based compensation	–	20
Escrowed shares returned to treasury	(456)	(2)
Balance, October 31, 2002	**30,733,707**	**$ 151,988**

Stock-based compensation consisted of stock options issued to contract sales people. The stock options were valued using the Black-Scholes option pricing model for estimating the fair value of the stock options issued using the assumptions stated in note 13 (e).

(c) Share purchase warrants:

Share purchase warrants issued and outstanding in conjunction with financings described in 13 (d) and in the normal course of business was as follows:

	Number of Warrants Outstanding	Price/Share (Cdn $) Price Range		Weighted Average
Outstanding at October 31, 2000	–	$ –	$ –	$ –
Issued	1,799,925	9.50	10.00	9.79
Outstanding at October 31, 2001	1,799,925	9.50	10.00	9.79
Issued	897,812	1.85	4.25	3.89
Outstanding at October 31, 2002	**2,697,737**	**$ 1.85**	**$10.00**	**$ 7.70**

(d) Financings and underwriters options:

In January 2001 the Company issued 2.1 million units. Each unit consisted of one common share of the Company and one-half of one common share purchase warrant of the Company. Each whole warrant of the Company entitles the holder to acquire one common share of the Company at an exercise price of $10.00 per share, subject to adjustment in certain events, at any time on or before January 24, 2003. The Company may, at its option, repurchase all of the outstanding warrants if, at any time, the weighted average trading price of the common shares is at least $40.00 for a period of 20 trading days for a purchase price per warrant equal to the difference between the current market price per common share and the exercise price of the warrant. The Company's arrangement with the underwriters included the granting of an option to the underwriters to purchase up to an aggregate of 210,000 common shares at an exercise price of $8.00 per share at any time on or before January 24, 2003. As at October 31, 2002 none of these warrants or options have been exercised.

On May 7, 2001 the Company issued 1,499,850 units. Each unit consists of one common share of the Company and one-half of one common share purchase warrant of the Company. Each whole warrant of the Company entitles the holder to acquire one common share of the Company at an exercise price of $9.50 per share, subject to adjustment in certain events, at any time on or before May 15, 2003. The Company may, at its option, repurchase all of the outstanding warrants if, at any time, the weighted average trading price of the common shares is at least $40.00 for a period of 20 trading days for a purchase price per warrant equal to the difference between the current market price per common share and the exercise price of the warrant. Concurrent with this offering, the Company issued to its underwriter options to acquire 144,985 units at a price of $8.00 per unit at any time on or before May 15, 2003 equating to 217,478 common shares. As at October 31, 2002, none of these options have been exercised.

On February 14, 2002 the Company issued 1,530,000 units. Each unit consists of one common share of the Company and one-half of one common share purchase warrant of the Company. Each whole warrant of the Company entitles the holder to acquire one common share of the Company at an exercise price of $4.25 at any time on or before February 14, 2004. The Company may at its option, repurchase all of the outstanding warrants if, at any time, the weighted average trading price of the common shares is at least $18.00 for a period of 20 trading days for a purchase price per warrant equal to the difference between the current market price per common share and the exercise price of the warrant. Concurrent with this offering, the Company issued to its underwriter options to acquire 153,000 units at a price of $3.40 per unit at any time on or before February 14, 2004 equating to 229,500 common shares. As at October 31, 2002, none of these options have been exercised.

Option activity relating to options issued to underwriters to acquire common shares was as follows (all exercisable):

	Number of Options Outstanding	Price/Share (Cdn $) Price Range		Weighted Average
Outstanding at October 31, 2000	60,000	$ 58.05	$ 58.05	$ 58.05
Granted	427,478	8.00	9.50	8.25
Expired or cancelled	(60,000)	58.05	58.05	58.05
Outstanding at October 31, 2001	427,478	8.00	9.50	8.25
Granted	229,500	3.40	4.25	3.68
Outstanding at October 31, 2002	**656,978**	**$ 3.40**	**$ 9.50**	**$ 6.66**

(e) Stock options:

The Company has a stock option plan for directors, officers, employees and consultants. The Company is authorized to issue options under the plan to acquire up to 5,000,000 common shares of the Company. All options granted have been fixed and granted to employees, directors and officers of the Company during the years ended October 31, 2002 and 2001.

Wi-LAN has granted 1,698,625 employee stock options to purchase common shares at prices ranging from $0.97 to $3.44 during the year ended October 31, 2002 under the Company's 2001 Share Option Plan. These options have an average fair value of $1.69 per share. Options vest at various times and in varying amounts ranging from immediate vesting of all options to 25% of the options vesting on the third anniversary of the option grant date.

Wi-LAN uses settlement date accounting to account for employee stock options. For stock options granted after November 1, 2001, the use of the fair value method prescribed under the new standard would have resulted in an additional wages expense of $644,000, a pro-forma net loss of $6.4 million for year ended October 31, 2002 and a pro-forma net loss per share of $0.21 for the year ended October 31, 2002. The Company uses the Black-Scholes model for estimating the fair value of the stock options issued with the following assumptions:

	2002
Risk free interest rate	5%
Volatility	100%
Expected option life (in years) – less than 50,000 options	3.0
Expected option life (in years) – greater than 50,000 options	4.0
Dividend yield	0%

On November 29, 2000, the Company approved the repricing of 1,138,297 employee stock options outstanding under the Company's stock option plan. The options are exercisable at a price of $14.45, equal to Wi-LAN's closing pricing on November 23, 2000. Stock options for senior executive officers and directors were not repriced. Of the repriced options, 15% were cancelled due to certain year 2001 objectives not being achieved.

The option activity during the periods indicated is as follows:

Employee Stock Options	Number of Options Outstanding	Price/Share (Cdn$) Price Range		Price/Share (Cdn$) Weighted Average	Exercisable Options Number	Exercisable Options Weighted Average
Outstanding at October 31, 2000	2,517,263	$ 1.50	$ 82.47	$ 24.36	1,045,461	$ 16.00
Granted	1,319,673	1.23	14.73	7.98		
Exercised	(84,257)	1.50	4.19	2.56		
Cancelled	(841,512)	2.50	58.85	18.06		
Outstanding at October 31, 2001	2,911,167	1.23	45.80	13.35	1,553,263	$ 13.35
Granted	1,698,625	0.97	3.44	2.55		
Exercised	(54,613)	1.23	2.50	2.13		
Cancelled	(1,052,161)	2.00	45.80	9.64		
Outstanding at October 31, 2002	**3,503,018**	**$ 0.97**	**$ 45.80**	**$ 4.05**	**2,494,752**	**$ 4.07**

For various price ranges, weighted average characteristics of outstanding employee stock options at October 31, 2002, which expire between March 25, 2003 and October 15, 2007, were as follows:

Range of Exercise Prices		Outstanding Share Options at Oct 31, 2002	Term of Option in Years	Weighted Average	Remaining Share Options at Oct 31, 2002	Exercisable Weighted Average
$ 0.97	$ 1.20	466,675	4.93	$ 1.02	239,750	$ 1.02
1.37	2.19	643,806	3.60	1.75	453,682	1.71
2.50	2.98	592,651	2.04	2.48	556,414	2.52
3.03	3.42	873,500	4.16	3.36	668,000	3.38
3.44	4.61	301,000	3.76	4.43	175,175	4.45
4.65	6.25	106,150	3.51	4.73	53,075	4.73
6.67	6.75	87,789	3.46	6.75	43,896	6.95
7.65	9.30	84,350	3.20	8.18	42,175	8.18
10.87	14.45	341,397	2.61	14.36	258,310	14.33
14.73	14.73	4,000	3.08	14.73	3,000	14.73
45.80	45.80	1,700	2.82	45.80	1,275	45.80
		3,503,018		$ 4.05	2,494,752	$ 4.07

(f) Per share amounts:

The calculation of basic loss per common share from continuing operations and loss per common share is based on the weighted average number of common shares outstanding of 30.7 million (30.9 million diluted) and 29.1 million (29.3 million diluted) for the years ended October 31, 2002 and 2001 respectively.

(g) Shareholder Rights Protection Plan:

A Shareholder Rights Protection Plan (the "Rights Plan") was adopted and was approved at an Annual Shareholders' Meeting. The Rights Plan utilizes the mechanism of a Permitted Bid (a bid which provides that shares tendered to the bid will not be taken up prior to 60 days following the date of the bid) to ensure that a person, company or association seeking control of the Company (an "Acquiring Person") cannot proceed without allowing the shareholders and the Board of Directors sufficient time to evaluate the bid. The purpose of the Permitted Bid is to encourage a potential Acquiring Person to avoid the dilutive features of the Rights Plan by making a Permitted Bid or by negotiating with the Board of Directors the terms of an offer that is fair to all shareholders.

If a Take-Over Bid does not qualify as a Permitted Bid, the Rights Plan provides that shareholders other than the Acquiring Person may purchase shares at a reduced price, thereby diluting the value of the Acquiring Person's shares.

14. Writedown of inventory:

In January 2002 the Company decided not to complete a transaction for a $1,500,000 sale of product and have recovered the inventory. These costs were previously recorded as deferred costs. Upon recovery of the product there is uncertainty relating to the future salability of the returned product and as a result the Company has provided an allowance, during the year, of $1,500,000 for this inventory. The balance of the writedown results from application of the Company's accounting policy that provides for an inventory valuation allowance based on a continual review of the composition, quantity, and expected future usage or sales of inventory.

15. Auditing fees:

Included in general and administrative expenses are audit fees of $135,000 and $13,000 relating primarily to tax preparation services performed by KPMG LLP. Share capital includes share issuance costs of $16,000 for services performed by KPMG LLP relating to the February 2002 financing.

16. Special charges:

The on-going operations of the Company were restructured during the year ended October 31, 2001 that resulted in the decision to not use certain office and assembly premises that are under long-term lease. The costs associated with the restructuring programs were included as special charges in the year ended October 31, 2001.

	2002	2001
Cost of excess space	**$ –**	$ 3,928
Workforce reduction severance	**–**	1,109
	$ –	$ 5,037

17. Supplemental cash flow information:

Cash interest paid in 2002 was $101,000 (2001 – $213,000). Cash interest received in 2002 was $161,000 (2001 - $608,000). Cash taxes paid in 2002 was $108,000 (2001 – $49,000).

18. Gain on sale of discontinued operations:

On October 30, 2001 the board of directors resolved to dispose of the Company's equity instruments of DTS to a DTS Employee Stock Ownership Program (ESOP). On December 31, 2001, the Company completed this transaction by selling to the ESOP, for U.S.$1,003,837, 10,038,370 common shares of DTS, those shares representing the Company's total investment in DTS after conversion of the DTS convertible debentures and preferred shares. Purchase consideration consisted of U.S.$103,837 cash and a U.S.$900,000, 6% promissory note repayable over 10 years. The promissory note, which has been valued at $Nil is secured by 9,000,000 common shares of DTS and must be refinanced with a third party by December 31, 2002 or repaid through the issuance of common shares. Losses from November 1, 2001 to December 31, 2001 had been estimated and accrued and are included in the results from discontinued operations in the year ended October 31, 2001.

The results of discontinued operations are as follows:

	2002	2001
Product sales	**$ 2,006**	$ 57,610
Less: Cost of product sales	**(1,440)**	(42,452)
Gross margin	**566**	15,158
Expenses	**1,291**	30,235
Operating loss from discontinued operations	**(725)**	(15,077)
Amortization of goodwill	**–**	(5,735)
Non-controlled interest in DTS net loss	**–**	8,391
Interest expense	**(51)**	(1,872)
Foreign exchange loss	**(94)**	(970)
Gain on sale of assets	**–**	5,302
Inventory impairment	**–**	(10,780)
Write-off of deposit	**–**	(4,105)
Writedown of goodwill and intangible assets	**–**	(22,029)
Writedown of capital assets	**–**	(4,391)
Net income (loss) from discontinued operations	**(870)**	(51,266)
Less: Accrual for losses to December 31, 2001	**3,250**	–
Accrual for future losses included in gain on sale of subsidiary	**$ 2,380**	$ –
Accrual for future losses on discontinued operations	**$ –**	$ (3,250)

Assets and liabilities presented in the consolidated balance sheets include the following assets and liabilities of discontinued operations:

	2002	2001
Current assets	**$ –**	$ 6,935
Capital assets	**–**	442
Current liabilities	**–**	(23,753)
Preferred shares of discontinued operations	**–**	(1,825)
Non-current liabilities	**–**	(5,505)
Accrual for losses to December 31, 2001	**–**	(3,250)
	$ –	$ (26,956)

The cash flows from discontinued operations are as follows:

	2002	2001
Cash provided by (used in):		
Operations	**$ –**	$ 4,892
Financing	**166**	(7,354)
Investments	**–**	1,403
Increase (decrease) in cash	**$ 166**	$ (1,059)

19. Commitments and contingencies:

a) Premises:

The Company is committed to annual payments under operating leases for premises through 2011. Annual payments required subsequent to October 31, 2002 are as follows:

2003	1,034
2004	829
2005	434
2006	407
2007	359

b) In September 2002 the Company, its President & Chief Executive Officer and Wi-Com Technologies Inc. (a private Alberta company), among others, were served with two Statements of Claim. The Company is reviewing the lawsuits and believes that any claim against Wi-LAN is without merit. The lawsuits allege the defendants are liable for failing to deliver certain common share certificates in a timely manner to the claimants. The claimants are former shareholders of Wi-Com Technologies Inc. Legal counsel for the Company have not yet had sufficient time to prepare a Statement of Defense and therefore the Company is unable to determine if a legal liability exists, and accordingly no provision has been made in these statements. The Company intends to vigorously defend this action.

c) In August 2002 the Company signed an agreement with a major application specific integrated circuit ("ASIC") manufacturer that commits Wi-LAN to purchase $2.4 million of ASIC's if the manufacturer or the Company is not able to find purchasers for $4.8 million of ASIC's.

20. Income taxes:

A reconciliation of the expected income tax expense (benefit) to the actual income tax expense (benefit) reported in the consolidated statements of operations is as follows:

	2002	2001
Computed "expected" income tax benefit at Canadian statutory income tax rate of 39.66% (2001 – 42.62%)	**$ (2,275)**	$ (18,811)
Foreign tax rate differential	**49**	93
Gain on sale of discontinued operations	**(10,975)**	–
Goodwill	**6,408**	9,599
Other permanent differences	**1,047**	(8,101)
Benefit of future tax assets not recognized	**5,746**	17,220
Large corporations tax	**61**	59
Actual income tax expense	**$ 61**	$ 59

The income tax effects of the temporary differences that give rise to significant portions of the Company's future tax assets at October 31, 2002 and 2001, are presented below by tax jurisdiction:

	Oct. 31, 2002			Oct. 31, 2001
	Canada	**U.S.**	**Total**	Total
Long-term investments	**$ 1,466**	**$ –**	**$ 1,466**	$ 1,210
Accounts payable	**1,470**	**–**	**1,470**	2,589
Capital assets and intangibles depreciation	**994**	**–**	**994**	899
Loss carry-forwards	**28,900**	**718**	**29,618**	20,163
Development expenses carry-forward	**1,319**	**–**	**1,319**	1,338
Share issue costs	**842**	**–**	**842**	1,247
Other	**4**	**–**	**4**	4
Gross future tax asset	**34,995**	**718**	**35,713**	27,450
Less: valuation allowance	**(34,995)**	**(718)**	**(35,713)**	(27,450)
Net future tax	**$ –**	**$ –**	**$ –**	$ –

The valuation allowance for future tax assets as of October 31, 2002 was $35,713,000 (2001 – $27,450,000). In assessing the realizability of future tax assets, management considers whether it is more likely than not that some portion or all of the future tax assets will not be realized. The ultimate realization of future tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of future tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based upon the level of historical taxable income and projections for future taxable income over the periods in which the future tax assets are deductible, management currently believes it is more likely than not that the Company will not realize the benefits of the deductible differences.

At October 31, 2002 the Company had losses for income tax purposes of approximately $69,600,000 that expire in various amounts from 2003 to 2009. Unutilized research and development tax deductions of approximately $3,700,000 have an unlimited carryforward period. No recognition for the benefit of the tax loss carryforward or the research and development tax deductions has been made in the financial statements.

21. Segmented information and export sales:

The Company operates in one industry being the development, manufacture and sale, and licensing of products and technology for wireless and wireline communications. The Company evaluates performance as one entity. Substantially all of the Company's assets are located in Canada.

	2002	2001
Revenue:		
North America	**$ 10,661**	$ 16,318
Europe	**2,870**	1,311
Asia and other international	**9,574**	7,173
Total	**$ 23,105**	$ 24,802

During the years ended October 31, 2002 and 2001, the Company had no customers that had revenue which exceeded 10% of total product revenue.

22. Financial instruments:

The carrying values of cash, accounts receivable, current portion of trade notes receivable, prepaid expense and deposits, lines of credit, trade notes payable, warranty liabilities, and accounts payable and accrued liabilities approximate their fair value due to the relatively short periods to maturity of these instruments.

Financial instruments which potentially subject the Company to concentrations of credit risk are primarily cash, trade accounts receivable, trade notes receivable, and a cash deposit with a contract manufacturer. The Company's cash is held on deposit in demand or money market accounts with commercial banks.

Trade accounts receivable arise from the sale of products to long distance carriers, wireless service providers, and resellers/integrators in the telecommunications industry, domestically and internationally. Generally, the Company extends unsecured credit to its customers on trade receivables, but believes that credit risks are mitigated by its credit evaluation process. The Company maintains an allowance for returns and doubtful accounts, and provisions of $847,000 and $1,293,000 were established 2002 and 2001 respectively. Trade notes receivable arise on the sale of products to customers where the Company finances the sale and secures the principal and interest receivable with general security agreements and by the products sold. The collection of these trade notes receivable may be affected by changes in economic and industry conditions that may impact the Company's overall credit risk. At October 31, 2002 the maximum trade notes receivable credit risk is $Nil (2001 – $994,000).

The Company previously was required to maintain cash deposits with contract manufacturers to secure a source of raw materials used in the manufacture of its products. At October 31, 2002 the Company has a maximum credit risk of $Nil (2001 - $197,000).

Officers

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Acting Chief Financial Officer

Dr. Sayed-Amr (Sisso) El-Hamamsy
President and Chief Operating Officer

Mr. Henry A. (Hank) Macchio
Chief Sales and Marketing Officer

Dr. Hatim Zaghloul
Chairman and Chief Executive Officer

Directors

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Mr. William A. Dunbar [2]
Mr. W.C. (Bill) Hews [2, 3]
Mr. Charles N.D. Hotzel [1, 3]
Mr. Frank King [3, 4]
Dr. Robert Schulz [1, 2]
Dr. Hatim Zaghloul

1 Member of Audit Committee
2 Member of Compensation Committee
3 Member of Nominating and Corporate Governance Committee
4 Independent Lead Director

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Trading Symbol: **WIN**

NASD Bulletin Board
Trading Symbol: **WILIF**

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