



MANAGEMENT INFORMATION CIRCULAR/PROXY STATEMENT

This Management Information Circular/Proxy is furnished to the shareholders of Linamar Corporation ("Linamar" or the "Corporation") in connection with the solicitation by and on behalf of the management and the board of directors of the Corporation (the "Corporation") of proxies at the Annual Meeting of Shareholders of the Corporation called for Tuesday, May 13, 2003 (the "Meeting") or any adjournment thereof for the purposes set forth in the attached Notice of Annual Meeting of Shareholders (the "Notice"). It is expected that the solicitation of proxies will be primarily by mail, but regular employees of the Corporation may also solicit proxies personally. The cost of this solicitation will be borne by the Corporation.

This Circular, the Notice, the accompanying form of proxy and the Linamar 2002 Annual Report to Shareholders are being mailed, on or about April 1, 2003, to shareholders of record of the Corporation as of the close of business on March 25, 2002. The Corporation will bear all costs associated with the preparation and mailing of this Circular, the Notice, the accompanying form of proxy and the Linamar 2002 Annual Report to Shareholders, as well as the costs of the solicitation of proxies. The solicitation will be primarily by mail; however officers and regular employees of the Corporation may also solicit proxies (but not for additional compensation) personally, by telephone, telefax or other means of electronic transmission. Banks, brokerage houses and other custodians and nominees or fiduciaries will be requested to forward proxy solicitation material to their principals and to obtain authorizations for the execution of proxies, and will be reimbursed for their reasonable expenses in doing so.

APPOINTMENT AND REVOCATION OF PROXIES

Registered Holders

The persons named in the form of proxy accompanying this Circular are officers of the Corporation. A shareholder has the right to appoint a person (who need not be a shareholder of the Corporation) as nominee to attend and act for and on behalf of such shareholder at the Meeting, other than the management representatives named in the accompanying form of proxy. This right may be exercised either by striking out the names of the management representatives where they appear on the front of the form of proxy and by inserting in the blank space provided the name of the other person who the shareholder wishes to appoint, or by completing and submitting another proper form of proxy naming such other person as proxy.

A shareholder who has given a proxy, in addition to revocation in any other manner permitted by applicable Canadian law, may revoke the proxy within the time periods described in this Circular by an instrument in writing executed by the shareholder or by his/her attorney authorized in writing or, if the shareholder is a body corporate, by an officer or attorney thereof duly authorized.

Shareholders desiring to be represented at the Meeting by proxy or to revoke a proxy previously given, must deposit their form of proxy or revocation of proxy, addressed to the Secretary of the Corporation, at one of the following locations: (i) the principal executive offices of the Corporation at 287 Speedvale Ave., W., Guelph, Ontario, Canada N1H 1C5; or (ii) the offices of Equity Transfer Services Inc., Suite 420, 120 Adelaide St., W., Toronto, Ontario, Canada M5H 4C3, in each case, at any time up to 5:00 p.m. (EST) on the last business day preceding the day of the Meeting, or any adjournment(s) thereof, at which time the proxy is to be used, or on the day of the Meeting with the Secretary of the Corporation or the chairman of the Meeting prior to the Meeting or any adjournment(s) thereof. If a shareholder who has completed a proxy attends the Meeting in person and specifically so requests, any votes cast by such shareholder on a poll will be counted and the proxy will be disregarded.

Non-Registered Holders

Only registered shareholders, or the persons that they appoint as their proxies, are permitted to attend and vote at the Meeting. However, in many cases, shares beneficially owned by a holder (a "Non-Registered Holder") are registered either:

- (a) in the name of an intermediary that the Non-Registered Holder deals with in respect of the shares, such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of registered plans; or
- (b) in the name of a depository (such as The Canadian Depository for Securities Limited) of which the intermediary is a participant.

In accordance with the requirements of National Instrument 54-101 of the Canadian securities laws, the Corporation will be distributing copies of the Notice, this Circular, the accompanying form of proxy and the Linamar 2002 Annual Report to Shareholders (collectively, the "meeting materials") to the depository and intermediaries for further distribution to Non-Registered Holders. Intermediaries are required to forward the meeting materials to Non-Registered Holders and receive voting instructions from them unless a Non-Registered Holder has waived the right to receive the meeting materials. Intermediaries often use service companies to forward the meeting materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive the meeting materials will either:

- (a) be given a voting instruction form which must be completed and signed by the Non-Registered Holder in accordance with the directions set out on the voting instruction form (which may, in some cases, permit the completion of the voting instruction form by telephone); or
- (b) less typically, be given a proxy which has already been signed by the intermediary (usually by way of a facsimile, stamped signature) which is restricted as to the number of shares beneficially owned by the Non-Registered Holder, but which is otherwise uncompleted. In this case, the Non-Registered Holder who wishes to submit the proxy should otherwise properly complete and deposit it with the Corporation or Equity Transfer Services Inc., as described above. This proxy need not be signed by the Non-Registered Holder.

In either case, the purpose of these procedures is to permit Non-Registered Holders to direct the voting of the shares which they beneficially own. Should a Non-Registered Holder who receives a proxy signed by the intermediary wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in the proxy and insert the name of the Non-Registered Holder (or such other person) in the blank space provided. A Non-Registered Holder who receives a voting instruction form should follow the corresponding instructions on the form. **In either case, Non-Registered Holders should carefully follow the instructions of their intermediaries and their intermediaries' service companies.**

A Non-Registered Holder may revoke a voting instruction form (or proxy) or a waiver of the right to receive the meeting materials given to an intermediary, at any time, by written notice to the intermediary, except that an intermediary is not required to act on a revocation of a voting instruction form (or proxy) or a revocation of a waiver of the right to receive the meeting materials that is not received by the intermediary at least seven days prior to the Meeting.

VOTING OF PROXIES

The shares represented by any valid proxy in favour of the management representatives named in the accompanying form of proxy will be voted for or withheld from voting (abstain) on the election of directors, the re-appointment of the Auditors and the authorization of the directors to fix the remuneration of the Auditors, in accordance with any specific instructions given by a shareholder on the form of proxy. **In the absence of such specific instructions, such shares will be voted by the management representatives as follows: FOR the election as directors of the management nominees named in this Circular; and FOR the re-appointment of PricewaterhouseCoopers LLP ("PWC") as the Auditors of the Corporation and the authorization of the directors to fix the Auditors' remuneration.**

The accompanying form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice and with respect to such other business or matters which may properly come before the Meeting or any adjournment(s) thereof. As of the date of this Circular, the Corporation is not aware of any other business or matters to be raised at the Meeting.

RECORD DATE

The Board has fixed the close of business on March 25, 2003 as the record date (the "Record Date") for the Meeting. Only holders of record as of the close of business on the Record Date or who subsequently acquire Common Shares and make a request to vote and provide adequate proof of ownership to the Corporation before the close of business on May 2, 2003 are entitled to receive notice of and to attend and vote at the Meeting.

VOTING SHARES AND PRINCIPAL HOLDER

As at the date hereof, the Corporation had 70,603,476 outstanding voting Common Shares (the "Common Shares").

To the knowledge of management of the Corporation, the following, as at March 15, 2003, is the only person beneficially owning directly or indirectly, or exercising control or direction over, shares representing more than 10% of the voting rights attached to any class of the issued and outstanding shares of the Corporation.

	<u>Class of Shares</u>	<u>Number of Shares</u>	<u>Percentage</u>
Frank J. Hasenfratz ⁽¹⁾	Common	13,720,900	19.43%

⁽¹⁾ Frank J. Hasenfratz, Chairman of the Corporation, beneficially holds 55% of the shares of Hasenfratz Investments Ltd., which is an investment company holding 10,081,500 Common Shares. These shares are included within the total noted above. His spouse, Margaret Hasenfratz, holds the remaining 45% of the shares of Hasenfratz Investments Ltd.

Frank Hasenfratz has advised the Corporation that he intends to vote his common shares for the election of the management nominees named in the Circular as directors of the Corporation and for the re-appointment of PricewaterhouseCoopers LLP as the Auditors of the Corporation and the authorization of the directors to fix the Auditors' remuneration.

BUSINESS TO BE TRANSACTED AT THE MEETING

Financial Statements and Auditors' Report

Management, on behalf of the Board, will submit to the shareholders at the Meeting the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2002 and the report of the Auditors. The audited consolidated financial statements and Auditors' report form part of the Corporation's 2002 Annual Report to Shareholders which is being mailed to Shareholders with the Notice and this Circular/Proxy Statement. Additional copies of Linamar's 2002 Annual Report to Shareholders may be obtained from the Investor Relations Department of the Corporation and will be available at the Meeting.

Election of Directors

Under the Corporation's articles of incorporation, the Board is to consist of a minimum of three (3) and a maximum of ten (10) directors. The number of directors has been set at seven (7) and seven (7) directors are to be elected at the meeting. Following a review by the Board of its corporate governance practices and composition, each of Mr. Hugh Guthrie and Mr. John Jarrell have agreed not to stand for re-election as directors of the Corporation and will resign from the Board effective upon the election of their successors. This action reflects a determination by the Board that it needed to ensure a greater degree of independence from the management of the Corporation in order to better fulfil its key responsibilities of determining the direction and strategy of the Corporation, exercising overall control over, and evaluating the performance of, the Corporation's management. Accordingly, the Board of Directors decided to alter the composition of the Board through proposing the nomination for election of two additional independent directors Mr. Bruce Swift and Mr. Terry Reidel. The Corporation believes that this decision will better position the Board to assess both management and the performance of the Corporation.

Seven directors are to be elected at the Meeting. The Board proposes to nominate, and the persons named in the accompanying form of proxy will vote for (in the absence of specific instructions to withhold or abstain from voting on the proxy), the election of seven (7) persons whose names are set forth below. Five of these directors are now and have been directors for the periods indicated. Management does not contemplate that any of the nominees will be unable to serve as a director. If, as a result of circumstances not now contemplated, any nominee is unavailable to serve as a director of the Corporation, the proxy will be voted for the election of such other person or persons as management may select. Each director elected will hold office until the close of the next annual meeting of the shareholders of the Corporation or until his/her respective successor is elected or appointed in accordance with applicable law and the Corporation's by-laws.

Nominees

Terry Reidel

Mr. Reidel is President and Chief Operating Officer of Kuntz Electroplating Inc. ("Kuntz"), a Kitchener – Waterloo company founded in 1948. Mr. Reidel joined Kuntz in March of 2001 as Vice President – finance. Prior to joining Kuntz, Mr. Reidel spent 39 years with the accounting firm of Ernst & Young and was Office Managing Partner of their Waterloo Region Office. Ernst & Young is an international professional service firm offering services to all industry sections in the areas of accounting, auditing, advisory, tax and corporate finance. Mr. Reidel earned his CA designation from Queen's University in 1967. Neither Kuntz nor Ernst & Young currently supplies services to the Corporation and neither has done so in the past five years.

Bruce Swift

Mr. Swift was named President and Chief Operating Officer of Covisint, LLC in June 2002. Prior to joining Covisint, Mr. Swift had been Vice President, Purchasing for Ford Brands in Europe. Mr. Swift joined Ford Motor Company in 1992 as Manager of Value Management and was named Director of Vehicle Operations Procurement for Ford's operations in the United Kingdom in 1998. Before joining Ford, Mr. Swift had been purchasing manager for Honda of America, Inc., in Marysville, Ohio from 1988 to 1992. Prior to his role at Honda, Mr. Swift had various procurement positions with Allied Signal and Control Data Corporation. Mr. Swift earned a Bachelor of Arts degree in Business Finance from Ursinus College, Collegeville, Pennsylvania in 1984.

The following table sets forth information with respect to each of the seven (7) nominees for director, including the number of Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, by each such nominee, as of the Record Date:

Name and Address of Proposed Nominee	Age	Director Since	Other Positions And Offices Presently Held with the Corporation	Principal Occupation	Common Shares Beneficially Or Over Which Control Or Direction Is Exercised
Frank Hasenfratz Ariss, Ontario	67	1966	Chairman of the Board	Chairman of the Board	13,720,900
Linda Hasenfratz Guelph, Ontario	36	1998	President & Chief Executive Officer	President & Chief Executive Officer Linamar Corporation	2,198,490
Mark Stoddart Guelph, Ontario	40	1999	Vice President of Sales, Marketing & Product Development	Vice President of Sales, Marketing & Product Development Linamar Corporation	209,000
William Harrison ⁽¹⁾⁽²⁾ Guelph, Ontario	63	1990	None	President & Chief Executive Officer of Lift Technologies Inc.	5,000
David Buehlow ⁽¹⁾⁽²⁾ Bright, Ontario	66	1998	None	Retired Partner of PricewaterhouseCoopers LLP Since 1993	5,255
Bruce Swift Farmington, Michigan	49	-	None	President & Chief Operating Officer of Covisint LLC	-
Terry Reidel Waterloo, Ontario	59	-	None	President & Chief Operating Office of Kuntz Electroplating Inc.	-

(1) Member of the Audit Committee

(2) Member of the Human Resources Corporate Governance Committee

Each of the management nominees for director has held the principal occupation identified in the above table or another position with the same employer for the past five years except in the case of Messrs. Harrison, Reidel and Swift. Mr. Harrison was Executive Vice President of Cascade Corporation from 1997 to 1998, and who from 1999 to the present time has been the President and Chief Executive Officer of Lift Technologies Inc. Mr. Reidel was a Managing Partner of Ernst & Young's Waterloo Offices from 1996 to 2001. Mr. Swift was Manager of Value Management for Ford Motor Company from 1992 to 1998 and who was then named Director of Vehicle Operations Procurement for Ford's operations in the United Kingdom from 1998 to 2002.

For biographical information relating to the Corporation's current directors please visit Linamar's website at www.linamar.com.

Re-Appointment of Auditors

At the Meeting, the shareholders will be asked to re-appoint PricewaterhouseCoopers LLP as the Auditors of the Corporation, to hold office until the next annual meeting of shareholders. PricewaterhouseCoopers LLP have been the Auditors of Linamar Corporation since January 30, 1986. The persons named in the accompanying form of proxy will, in the absence of specific instructions to withhold or abstain from voting on the proxy, vote for the re-appointment of PricewaterhouseCoopers LLP as the Auditors of the Corporation to hold office until the next annual meeting of shareholders of the Corporation and to authorize the directors to fix the Auditors' remuneration.

For a description of the fees billed to the Corporation by PricewaterhouseCoopers LLP for audit, audit-related and other services provided during fiscal 2002, see "Board of Directors – Audit Committee – Auditors' Independence" below.

Representatives of PricewaterhouseCoopers LLP are expected to attend the Meeting and will have an opportunity to make a statement if they so desire. Such representatives are also expected to be available to respond to appropriate questions.

BOARD OF DIRECTORS

The Board oversees the business and affairs of the Corporation, establishes or approves overall corporate policies where required and involves itself jointly with management in the creation of shareholder value, the preservation and protection of the Corporation's assets and the establishment of the Corporation's strategic direction. For these purposes, the Board holds regularly scheduled meetings on a fiscal quarterly basis, with additional meetings held as required. A separate strategic planning and business plan review meeting was initiated in 2002 to provide the Board the opportunity for a detailed discussion of strategy with management. This session was valuable to the Board, and will be repeated annually. There were fourteen meetings of the Board during fiscal 2002. In addition, there is continued communication between senior management and Board members on an informal basis and through Committee meetings.

Board Committees

The Board has established two standing committees, the Audit Committee and the Human Resources Corporate Governance Committee, and has prescribed the responsibilities and mandates of both Committees.

From time to time, the Board has established special committees composed entirely of independent directors (i.e. non-management and "unrelated directors" within the meaning of The Toronto Stock Exchange Corporate Governance Guidelines (the "TSX Guidelines") – see "Report on Corporate Governance" below) to review and make recommendation on specific business matters, including related party transactions. Each such committee operates pursuant to written guidelines or the mandate set out in their respective authorizing resolutions. The Corporation does not have an executive committee.

Audit Committee

During fiscal 2002 the Audit Committee was comprised of three directors: Messrs. Buehlow (Chairman), Jarrell and Harrison, of which two are "outside" non-management and "unrelated directors" within the meaning of the TSX Guidelines. One director is a "related director" within the meaning of the TSX Guidelines. It is anticipated that in order to continue to ensure the independence of the Audit Committee that one of Messrs Swift and Reidel will be appointed to the Audit committee following their election at the Annual Meeting of Shareholders. In such event all three members of the Audit Committee would be "unrelated" within the meaning of the TSX Guidelines. See "Audit Committee" and "Audit Committee Report" below.

The Audit Committee operates under the Corporation's by-laws and applicable law, and, in accordance with the Audit Committee Mandate (see Audit Committee Mandate below), has general authority in relation to the Corporation's financial affairs as well as the specific responsibility to: review all fees paid to the auditors;

review the Corporation's quarterly and annual financial statements (including management's discussion and analysis of financial condition and results of operations) and report thereon to the Board; and make recommendations to the Board as to the annual appointment or re-appointment of the auditors for the Corporation. The Audit Committee also has certain additional responsibilities relating to internal and external audits, oversight of management reporting on internal controls and procedures, the application of significant accounting principles, financial reporting and integrity, relations with the Auditors and other matters. Effective March 5, 2003, the Corporation adopted an Audit Committee Mandate. The Committee agreed to adopt the Audit Committee Mandate, recommended by the Audit Committee, to enhance the Corporation's existing corporate governance structures and practices.

The Audit Committee met five times during fiscal 2002 with management and/or representatives of PricewaterhouseCoopers LLP. The Audit Committee also met with, or otherwise received reports on the activities of, the providers of internal audit services to the Corporation.

Audit Committee Mandate

I. PURPOSE OF AUDIT COMMITTEE

The Audit Committee is appointed by the Board of Directors to assist the Board in fulfilling its oversight responsibilities. The Audit Committee's primary duties and responsibilities are to:

- (a) Identify and monitor the management of the principal risks that could impact the financial reporting of the company.
- (b) Monitor the integrity of the Company's financial reporting process and system of internal controls regarding financial reporting and accounting compliance.
- (c) Monitor the independence and performance of the Company's external auditors.
- (d) Provide an avenue of communication among the external auditors, management and the Board of Directors.
- (e) Report to the Board of Directors.

The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the external auditors as well as anyone in the organization. The Audit Committee has the ability to retain, at the Company's expense, such legal, accounting, or other consultants or experts it deems necessary in the performance of its duties.

II. AUDIT COMMITTEE COMPOSITION AND MEETINGS

Audit Committee members shall meet the requirements of the Ontario Business Corporations Act and the Toronto Stock Exchange as it relates to audit committees. The Audit Committee shall be comprised of three or more directors as determined by the Board, each of whom shall be outside directors who are unrelated, free from any relationship that would interfere with the exercise of his or her independent judgment. All Members of the Committee shall be financially literate (defined as able to read financial statements), and at least one member of the Committee shall have accounting or related financial expertise.

The Audit Committee members shall be appointed by the Board on recommendation of the nominating committee. If an audit committee Chair is not designated or present, the members of the Committee may designate a Chair by majority vote of the Committee membership.

The Audit Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Audit Committee Chair shall prepare an agenda in advance of each meeting. The Committee should meet privately in executive session at least annually with management, the external auditors, and as a committee to discuss any matters that the Committee or any of these groups believe should be discussed.

III. AUDIT COMMITTEE RESPONSIBILITIES AND DUTIES

Review Procedures

1. Review and assess the adequacy of this Mandate at least annually and submit the mandate to the Board of Directors for approval.
2. Review the Corporation's annual audited financial statements and related documents prior to filing or distribution. Review should include discussion with management and external auditors of significant issues regarding accounting principles, practices, and significant management estimates and judgments.
3. Annually, in consultation with management and external auditors, consider the integrity of the Corporation's financial reporting processes and controls. Discuss significant financial risk exposures and the steps management has taken to monitor, control, and report such exposures. Review significant findings prepared by the external auditors together with management's responses.
4. Review the effectiveness of the overall process for identifying the principal risks affecting financial reporting and provide the Committee's view to the Board of Directors.
5. Review with financial management the company's quarterly financial results and related documents prior to the release of earnings and / or the company's quarterly financial statements prior to filing or distribution. Discuss any significant changes to the Company's accounting principles.

External Auditors

6. The external auditors are ultimately accountable to the Audit Committee and the Board of Directors, as representatives of the shareholders. The Audit Committee shall review the independence and performance of the auditors and annually recommend to the Board of Directors the appointment of the external auditors or approve any discharge of auditors when circumstances warrant.
7. Approve the fees and other significant compensation to be paid to external auditors.
8. On an annual basis, the Committee should review and discuss with the external auditors all significant relationships they have with the Corporation that could impair the auditor's independence.
9. Review the external auditors' audit plan - discuss and approve audit scope, staffing, locations, reliance upon management, and general audit approach.
10. Prior to releasing the year-end earnings, discuss the results of the audit with the external auditors. Discuss certain matters required to be communicated to audit committees in accordance with the standards established by the Canadian Institute of Chartered Accountants.
11. Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in the Company's financial reporting.

Internal Audit Department and Legal Compliance

12. Review and approve on an ongoing basis management's decisions related to the need for internal auditing and recommend to the Board that an internal audit function be instituted.
13. On at least an annual basis, review with the Company's counsel any legal matters that could have a significant impact on the organization's financial statements, the Company's compliance with applicable laws and regulations, and inquiries received from regulators or government agencies. On a quarterly basis, review a list of legal costs by firm.

Other Audit Committee Responsibilities

14. Annually assess the effectiveness of the committee against the Mandate and report the results of the assessment to the Board.
15. Disclose the Mandate to shareholders.
16. Perform any other activities consistent with this Mandate, the Company's by-laws, and governing law, as the Committee or the Board deems necessary or appropriate.
17. Maintain minutes of meetings and periodically report to the Board of Directors on significant results of the foregoing activities.
18. Periodically perform self-assessment of audit committee performance.
19. Review financial and accounting personnel succession planning within the company.
20. Annually review a summary of director and officers' related party transactions and potential conflicts of interest.
21. Annually review the adequacy of insurance coverage for directors, officers, Board committee chairman and committee members.

Based on the reviews and discussions above, the Audit Committee has recommended to the Board, and the Board has approved, the inclusion of the audited consolidated financial statements in the Corporation's 2002 Annual Report to Shareholders, and other forms and reports required to be filed with the applicable Canadian securities commissions and the TSX in respect to the fiscal year ended December 31, 2002.

The members of the Audit Committee have approved the contents of this report and its inclusion in the Circular.

The foregoing report is submitted by the Linamar Audit Committee.

David Buehlow (Chairman)

John Jarrell

William Harrison

Human Resources Corporate Governance Committee

During fiscal 2002 the Human Resources Corporate Governance Committee was comprised of three directors: Messrs. Guthrie (Chairman), Harrison and Buehlow, of which Messrs. Harrison and Buehlow “outside” non-management, and “unrelated directors” within the meaning of the TSX Guidelines, and Mr. Guthrie is a “related director” within the meaning of the TSX Guidelines. The Human Resources Corporate Governance Committee met nine times in 2002 to review and make recommendations to the Board with respect to all direct and indirect compensation, benefits and perquisites (cash and non-cash) for the Chairman of the Board and the Chief Executive Officer and President. The Human Resources Corporate Governance Committee also reviews and approves the disclosure relating to the compensation of directors and officers of the Corporation contained in this Circular (or other documents prior to their distribution to Linamar’s shareholders), prepares the Report on Executive Compensation contained herein, administers the Stock Option Plan and performs such other functions as requested or delegated by the Board. See “Compensation of Directors and Executive Officers – Human Resources Corporate Governance Committee – Report on Executive Compensation” below.

Executive Compensation

This report discusses the consideration given by the Committee to compensation paid to the Chairman of the Board and other executive officers of the Corporation for the fiscal year ended December 31, 2002. This Committee is guided by principles which have been in effect in substantially the same form since 1985. These principles provide that compensation should reflect:

- (a) Fair and competitive compensation commensurate with an individual's experience and expertise;
- (b) An emphasis on high productivity;
- (c) Contribution to enhancement of shareholder equity; and
- (d) Bonuses and stock options to reward individual performance and contribution to the achievement of corporate performance and objectives.

The Corporation's Chairman of the Board makes recommendations to the Committee regarding his salary, bonus and stock options which are then reviewed by the Committee. In addition, the Chairman makes recommendations to the Committee regarding all stock option grants within the Corporation. The Committee considers these recommendations in the context of his leadership, performance, contribution and expertise, bearing in mind the above-noted principles. If accepted, the recommendations are made to the Board for final approval.

The Chairman of the Board has the responsibility for determining the level of salary and benefits of the President and Chief Executive Officer. The President and Chief Executive Officer has the responsibility for determining the level of salary and benefits of the other Named Executive Officers. The salaries and benefits of the President and Chief Executive Officer and the other Named Executive Officers are set within guidelines developed by the Board of Directors.

The compensation paid to the Named Executive Officers, as described in the foregoing narrative and tables, was comprised of:

- (a) A relatively low base salary as compared to salaries paid by manufacturers of similar size;
- (b) An annual incentive bonus in the discretion of the Board or the President, as the case may be, derived from a predetermined percentage calculated on pre-tax earnings of the Corporation for the fiscal year in question; and
- (c) Stock options at option exercise prices not less than the fair market value of the Common Shares at the time of option grant, motivating executive performance and enhancing shareholder value.

(a) Base Salary

The base salary for each of the Named Executive Officers is determined for a fiscal period. Salary increases were recommended for the fiscal year ended December 31, 2002, to reflect comparable industry salaries and an adjustment in the annual incentive or bonus formula. Salary increases were also recommended for the fiscal year ended December 31, 2003 to reflect comparable industry salaries.

(b) Annual Incentive

Annual incentives or bonuses are based on a formula for each Named Executive Officer. For the Chairman of the Board, for the President and Chief Executive Officer, and for the Chief Operating Officer, the formula is derived from a predetermined percentage of pre-tax earnings. For the Group Presidents, the formula is derived from a predetermined percentage of pre-tax and pre-interest earnings for the group of companies managed by each of them. The bonuses paid for the fiscal year ended December 31, 2002 reflect the foregoing formulae.

(c) Stock Options

Stock options align the interests of the Named Executive Officers with shareholders, in that the options have no value unless and until the market price of the Common Shares increases. No Options were granted to the Named Executive Officers during the fiscal year 2002.

COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

Summary Compensation Table

The following table (the "Summary Compensation Table") sets forth a summary of all compensation earned during the last three completed financial years or periods by the Chairman and the four other most highly compensated executive officers of the Corporation as of the end of the 2002 financial year, and an executive who would have been a member of this group but for his departure from the Corporation during the 2002 financial year collectively, (the "Named Executive Officers").

Name and Principal Position	Fiscal Period	Annual Compensation			Long-Term Compensation			All Other Compensation ⁽²⁾
		Salary (\$)	Bonus (\$)	Other Annual Compensation ⁽¹⁾	Awards		Payouts LTIP Payouts (\$)	
					Number of Securities Under Options Granted Linamar	Mezogep		
Frank Hasenfratz Chairman of the Board	Dec. 2002	\$ 432,461	\$ 1,397,792	-	-	-	-	\$ 3,500
	Dec. 2001	\$ 457,875	\$ 1,050,098	-	601,000	-	-	\$ 3,500
	Dec. 2000	\$ 458,548	\$ 1,674,971	-	650,000	90,000	-	\$ 3,500
Linda Hasenfratz Chief Executive Officer & President	Dec. 2002	\$ 369,414	\$ 934,014	-	-	-	-	\$ 3,500
	Dec. 2001	\$ 334,571	\$ 700,267	-	601,000	-	-	\$ 3,500
	Dec. 2000	\$ 298,406	\$ 1,116,513	-	450,000	60,000	-	\$ 3,500
Jim Jarrell Chief Operating Officer	Dec. 2002	\$ 286,341	\$ 703,708	-	-	-	-	\$ 3,500
	Dec. 2001	\$ 270,830	\$ 526,310	-	100,000	-	-	\$ 3,500
	Dec. 2000	\$ 263,288	\$ 835,096	-	200,000	-	-	\$ 3,500
Csaba Havasi Group President Europe	Dec. 2002	\$ 170,926	\$ 289,065	-	-	-	-	\$ 3,500
	Dec. 2001	\$ 163,886	\$ 186,324	-	-	-	-	\$ 3,500
	Dec. 2000	\$ 158,810	\$ 392,973	-	-	25,000	-	\$ 3,500
Robert Mallette Director of Business Development - Chassis	Dec. 2002	\$ 465,000	\$ -	-	-	-	-	\$ 3,500
	Dec. 2001	\$ 131,413	\$ 94,072	-	-	-	-	\$ 3,500
	Dec. 2000	\$ 119,422	\$ 106,371	-	-	-	-	\$ -

* Mezogep Rt. is a subsidiary of Linamar Corporation.

NOTES:

- (1) The value of perquisites and other personal benefits for each Named Executive Officer did not exceed the lesser of \$50,000 and 10% of the total annual salary and bonus.
- (2) Amounts disclosed under the category "All Other Compensation" include payments made by the Corporation pursuant to its defined contribution pension plan.

Incentive Plan

The Corporation currently has a share option plan in place known as the Share Option Plan (the "Plan"). The Plan is administered by the Board, which may act upon the recommendations of the Human Resources Corporate Governance Committee. The Plan is the only long-term (share based) corporate incentive plan.

Individuals eligible to be granted options under the Plan (the "Options") are limited to selected employees and directors of the Corporation and its affiliates, at the discretion of the Board. The number, terms and conditions of the Options granted to participants in the Plan ("Participants") may vary, as determined by the Board.

The term of any Option granted under the Plan may not exceed five years, except that upon the death of a Participant, the Option may be exercised by the deceased's executors or personal representatives within six months of the Participant's death, even though such time period may exceed the five-year maximum term. Options granted to non-Board members vest at the rate of 20% per annum.

The exercise price for each Common Share purchasable under any Option must be equal to the fair market value of the Common Shares calculated by taking the average of the daily high and low board lot trading prices of the Common Shares on the Toronto Stock Exchange for the five trading days prior to the date of grant of the Option.

The aggregate number of Common Shares that may be issued pursuant to the exercise of Options granted under the Plan cannot exceed 14,156,250 Common Shares in the aggregate. There remain as of the date hereof 1,818,000 Common Shares available for grant under the Plan.

The Company amended the Plan in 2002 so as to (i) increase the total number of Common shares that may be issued pursuant to the terms of the Plan from 12,338,250 to 14,156,250; and (ii) to provide that, on a going-forward basis, no one person may receive option grants representing more than 25% of the total option grants made pursuant to the Plan during a one year period. The increase in the size of the Plan was ratified by shareholders at the Annual and Special meeting held on May 2, 2002

Option Grants

No Option Grants were issued by Linamar Corporation or its subsidiary Mezogep Rt. to any of the Named Executive Officers during the financial year ended December 31, 2002.

Options Exercised and Year-End Option Values

The following table provides certain information with respect to Options exercised by Named Executive Officers during fiscal year 2002 as well as the fiscal year 2002 year end values of unexercised Options.

Name	Securities Acquired on Exercise (#)	Aggregate Value Realized	Unexercised Options at December 31, 2002 (#)		Value of Unexercised In-the-Money Options at December 31, 2002 (\$)	
			Exercisable	Unexercisable	Exercisable	Unexercisable
Frank Hasenfratz	891,000	16.33%	-	1,651,000	-	-
Linda Hasenfratz	184,500	16.33%	-	1,251,000	-	-
Jim Jarrell	30,000	15.70%	-	320,000	-	-
Csaba Havasi	-	-	-	-	-	-
Robert Mallette	-	-	-	-	-	-

The following table provides certain information with respect to options to purchase common shares of the Corporation's subsidiary, Mezőgépi Rt., during fiscal year 2002 as well as fiscal year 2001 year end values of all such unexercised options.

Name	Securities Acquired on Exercise (#)	Aggregate Value Realized	Unexercised Options at December 31, 2002 (#)		Value of Unexercised In-the-Money Options at December 31, 2002 (HUF ¹)	
			Exerciseable	Unexerciseable	Exerciseable	Unexerciseable
Frank Hasenfratz	-	0.00%	315,000	-	2,497,950	-
Linda Hasenfratz	-	0.00%	97,000	-	769,210	-
Jim Jarrell	-	0.00%	-	-	-	-
Csaba Havasi	-	0.00%	152,000	-	1,205,360	-
Robert Mallette	-	0.00%	-	-	-	-

(1) Mezőgépi Rt December 31, 2002, close 1130 HUF
As of December 31, 2002 1 HUF = CDN\$0.007021

Pension Plans

The Corporate pension plan is a defined contribution plan. Contributions paid on behalf of the Named Executive Officers are included in the Summary Compensation Table under "All Other Compensation."

Employment Contracts

None of the Named Executive Officers has an employment contract with the Corporation.

Directors' Compensation

Directors' Fees

For fiscal 2002, each director who was not an employee of the Corporation (an "Eligible Director") was paid as remuneration for his services as a director of the Corporation, the amounts are set out below:

Annual Board Retainer	\$20,000.00
Annual Committee Chair Retainer	\$2,500.00
Annual Committee Retainer	\$1,000.00
Board Meeting – Personal Attendance	\$1,200.00
Board Teleconference	\$600.00
Committee Meeting – Personal Attendance	\$1,200.00
Committee Teleconference	\$600.00
Committee Meeting – Second Meeting	\$400.00

The total amount of directors fees paid to Eligible Directors during fiscal 2002 was \$162,200.00 (excluding expense reimbursements).

Mr. Hugh Guthrie, a director, is a partner in the law firm of Hungerford, Guthrie & Berry, which provides legal services to the Corporation. This firm billed the Corporation \$110,000 for the year ended December 31, 2002.

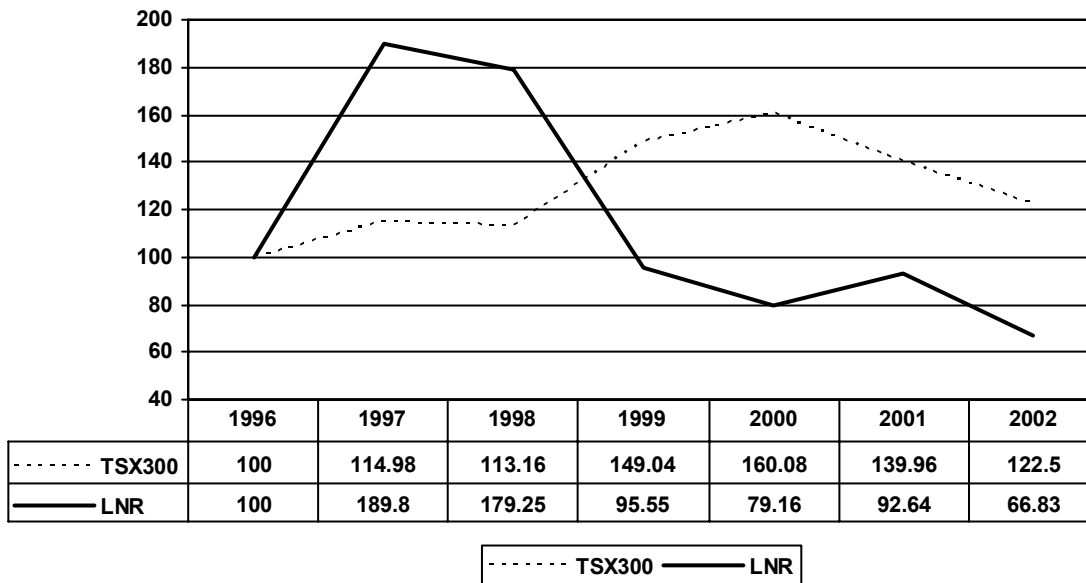
The foregoing report is submitted by the Linamar Human Resources Corporate Governance Committee.

Hugh Guthrie (Chairman) William J. Harrison David Buehlow

SHAREHOLDER PERFORMANCE REVIEW GRAPH

The following graph compares the yearly percentage change in the cumulative total shareholder return on the Common Shares with the cumulative total return of the TSX 300 Stock Index.

TOTAL RETURN ON A \$100 INVESTMENT ASSUMING REINVESTMENT OF DIVIDENDS



INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS AND SENIOR OFFICERS

None of the directors, executive officers or senior officers were indebted to the Corporation or its subsidiaries, and no guarantee or similar support was provided to a majority of the directors, executive officers, or senior officers by the Corporation or its subsidiaries during the fiscal year ended December 31, 2002 with the sole exception of a short-term loan (made at fair market rates) in the principal amount of \$9,952,470 made to the Chairman of the Board of the Corporation on January 9, 2002 for the purpose of facilitating the exercise of certain stock option grants. This loan was repaid in its entirety (including accrual interest) on January 15, 2002.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Corporation purchased liability insurance on behalf of its directors and officers. This policy took effect on January 31, 2002 and expires on January 31, 2003. The premium for this policy to be paid by the Corporation is approximately \$56,511.00.

The policy provides coverage for up to \$10,000,000 per policy period, subject to a deductible of \$100,000 to be paid by the Corporation per occurrence.

REPORT ON CORPORATE GOVERNANCE

The guidelines on Corporate Governance in Canada adopted by The Toronto Stock Exchange in March 1995 ("TSX Report") and by the Ontario Securities Commission in May 1995 require the annual disclosure of the corporate governance practices of the Corporation.

To implement the Corporation's intention to regularly review these practices, which are essential to the best interests of the Corporation and its shareholders, this Statement has been prepared by the Human Resources Corporate Governance Committee of the Board and approved by it.

For the purpose of this Statement, the term "unrelated director" has the meaning ascribed to it in the TSX Report, i.e. "a director who is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with a view to the best interests of the Corporation, other than interests arising from shareholding". A "related director" is a director who is not an "unrelated director". An "outside director" is a director who is not a member of the management of the Corporation.

Mandate of the Board

TORONTO STOCK EXCHANGE CORPORATE GOVERNANCE GUIDELINES

TSX Guideline	Company Alignment	The Company's Governance Procedures
1. The Board should explicitly assume responsibility for stewardship of the corporation, and specifically for:	Yes	
(a) adoption of a strategic planning process;	Yes	Matters of strategic importance are brought to the Board for input, consideration and approval. In addition, as of 2002 management presents to the Board the full Strategic Plan for the organization for Board critique, input and feedback during a detailed review and discussion.
(b) identifying the principal risks of Linamar's business and implementing risk management systems;	Yes	The Board receives, reviews and considers at least quarterly financial reports and committee reports from management.
(c) succession planning and monitoring senior management;	Yes	The mandate of the Board's Human Resources Corporate Governance Committee is to: <ul style="list-style-type: none"> • review and recommend remuneration of directors; • review the mandates of the Board's committees and recommends changes; • oversee succession planning; • develop and monitors the Corporation's system of governance; • provide formal orientation and education of new directors; and • monitor the performance of senior management. As of 2003, the Board is participating directly in the formal Annual Performance Review of the President & Chief Executive Officer.

(d) communications policy; and	Yes	The Chairman of the Board and President & Chief Executive Officer are available to ensure effective communication with stakeholders and public.
(e) integrity of internal control and management information systems.	Yes	Linamar is committed to the timely and accurate public disclosure of all material information about the Company to the investing public. The Company has and will continue to broadly disseminate key information reasonably required by investors to make an informed decision on whether to invest in Linamar securities. Linamar's Board of Directors and senior management believe that the Company can best support the creation of shareholder value by publicly articulating its historical performance, its strategies, competitive advantages and growth prospects through an active dialogue with the investing public. At the same time, Linamar reserves the right to guard its need for confidentiality with respect to key business and operating strategies.
2. Majority of directors should be "unrelated"	No	<p>Directors during fiscal 2002 to the date hereof:</p> <ul style="list-style-type: none"> • David Buehlow – unrelated • William J. Harrison – unrelated • Frank J Hasenfratz – related; Chairman of the Board, Linamar and father of the President & Chief Executive Officer • Linda Hasenfratz – related; President & Chief Executive Officer, Linamar • Mark Stoddart – related; Director of Sales, Marketing & Product Development, Linamar • Hugh Guthrie – related; Counsel to Linamar • John Jarrell – related; Father of Chief Operating Officer of Linamar <p>The determination as to whether a director was related or unrelated was reached by a review of the definitions in the TSE report, and an analysis of the financial, contractual and other relationships of each director with Linamar and an assessment of the materiality of any such relationships and the effect, if any, on the independence of each individual director.</p> <p>After significant discussion it was decided that the composition of the Board should reflect a majority of unrelated directors. Accordingly Mr. Hugh Guthrie and Mr. John Jarrell, therefore, agreed not to stand for re-election of directors of the Corporation and will resign from the Board May 13, 2003. The two new nominees standing for election at that time are both unrelated. Linamar will have a majority of unrelated directors in 2003.</p>

3.	Appoint a committee composed exclusively of unrelated, non-management directors responsible for appointment/assessment of directors.	Yes	Directors are recruited by the Chairman of the Board after discussion with a nominating committee made up of unrelated directors and thereafter the full Board.
4.	Implement a process for assessing the effectiveness of the Board, its committees and individual directors.	No	No formal process was in place in 2002, however effective 2003 the Board has approved a recommendation that a Director-Peer Feedback process be implemented.
5.	Provide orientation and education programs for new directors	Yes	The Human Resources and Corporate Governance Committee provides orientation and education of new directors. In addition, a formal orientation package is being prepared and documented by the President & Chief Executive Officer in anticipation of the impending Board membership change. The orientation is anticipated to span 1.5 to 2 days covering at a minimum, corporate strategies, performance, standard practices & policies, key operating systems, board schedules, board documents and facility tours.
6.	Consider the size of the Board, with a view to improving effectiveness.	Yes	The Board, given the entrepreneurial nature of Linamar and its strategic plans, does not believe that the quality of decisions or the implementation thereof would be improved or affected by altering its current composition.
7.	Review compensation of directors in light of risks and responsibilities.	Yes	The Human Resources and Corporate Governance Committee annually reviews and recommends remuneration of directors.
8.	Committees should generally be composed of non-management directors.	Yes	Both Committees were composed entirely of non-management directors.
9.	Appoint a committee responsible for approach to corporate governance issues.	Yes	The Human Resources and Corporate Governance Committee is responsible for developing and monitoring Linamar's approach to corporate governance issues. During the past year the Human Resources Corporate Governance Committee reviewed the company's corporate governance practices and created a detailed action list of recommendations to the management. Several of the recommendations have already been implemented as disclosed herein. Discussion and implementation of further action items is expected to continue through 2003.
10.	Define limits to management's responsibilities by developing mandates for:		
	(a) the Board	Yes	The Board supervises the management and direction of the business and the affairs of Linamar. Management is delegated to senior management. In addition, effective 2003, the Board will take part in an offsite review designed to clearly delineate the Board mandate, roles and responsibilities. It is anticipated that the review will take place on a regular enough basis to allow modification to the Mandate in light of changes in the Corporation, the industry and Securities Compliance in General.
	(b) the President & Chief Executive Officer	Yes	The limits to the authority of the President & Chief Executive Officer are defined in the strategic planning process, which the board reviews and monitors.

11.	Establish structures and procedures to enable the Board to function independently of management.	Yes	Linamar's outside directors meet independently of management regularly through Audit and Human Resources Corporate Governance Committee Meetings where all outside directors are regularly in attendance.
12.	Establish an Audit Committee with a specifically defined mandate.	Yes	<p>All members of the Audit Committee are independent and non-management directors.</p> <p>The Committee Chair, David Buehlow, is a Chartered Accountant with over 40 years of experience, most recently from PricewaterhouseCoopers. William Harrison, a member of the Audit Committee, is the Chief Executive Officer of Lift Technologies Inc. and has had over 25 years of experience running a manufacturing business, which provide for Linamar an excellent background of business acumen and financial strength. Similarly, John Jarrell was Vice President of General Motors Corporation and General Manager of the General Motors Locomotive Group, fully responsible for financial performance, returns and growth of that group. John Jarrell's background also provided an excellent platform of business acumen and financial strength well suiting him to his role on the Audit Committee.</p> <p>The Audit Committee meets with the auditors independently of management.</p>
13.	Implement a system to enable individual directors to engage outside advisers, at the corporation's expense.	No	No formal system of the engagement of outside advisers has been implemented. There is no policy in place prohibiting this activity or establishing specific guidelines as to how arrangements are to be made.

Shareholders' Feedback

Interested investors and analysts are invited, after all significant public announcements, including the release of interim and annual financial information, to discuss with senior management the impact on the Corporation of such information. The President & Chief Executive Officer and the Chief Financial Officer, Corporate Secretary, Treasurer and Vice President of Strategic Development are available to discuss matters of concern to shareholders, and they can be reached at:

Linamar Corporation Office
287 Speedvale Avenue, West
Guelph, Ontario, CANADA, N1H 1C5
Telephone: (519) 836-7550
Fax: (519) 836-9175
Email: investorrelations@linamar.com

Expectation of Management

The Board expects management to act in the best interests of the Corporation. To this end, the Board must have confidence in the quality of the reports provided to it. The Human Resources Corporate Governance Committee will continue to monitor the adequacy of the information requested by and provided to the Board.

INTEREST OF MANAGEMENT, NOMINEES AND OTHERS IN MATERIAL TRANSACTIONS

During the year ended December 31, 2002, other than as described below, no director, senior officer or principal shareholder of the Corporation, nor any affiliate thereof, has had any material interest, direct or indirect, in any transaction which has materially affected or will affect the Corporation or any of its subsidiaries.

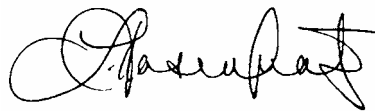
The Corporation paid approximately \$0.3 million from January to August 2002 to 941345 Ontario Ltd., a company owned jointly by the President of the Corporation, Linda Hasenfratz, and the Vice President of Sales, Marketing & Product Development of the Corporation, Mark Stoddart, in lease payments in respect of certain properties leased by the Corporation for the operations of certain of its subsidiaries located in Guelph. The Board of Directors made a determination that it would be in the best interest of the Corporation to proceed with discussions regarding the purchase of the properties from 941345 Ontario Ltd., each of Linda Hasenfratz and Mark Stoddart having previously declared their respective interests to the Board. The Board requested a third party appraisal of the property from Whitney & Company Ltd., an arm's length entity to the Corporation. The appraisal was completed in May, 2002 and appraised the property in question at between \$3.5 million and \$4.1 million. The Board accordingly proceeded to finalize the terms of the sale, and effected the purchase of the property from 941345 Ontario Ltd in August 2002 for approximately \$4.02 million. Each of Linda Hasenfratz and Mark Stoddart abstained from voting in respect of the Board resolutions regarding the purchase of the property from 941345 Ontario Ltd., and neither were present during the Board deliberations concerning the purchase.

In addition the Corporation paid to Kiwi-Newton Construction Ltd. approximately \$0.9 million in fiscal year 2002 in respect of the construction of buildings, building additions and building improvements for the operation of certain of its subsidiaries located in Ontario. Kiwi-Newton Construction Ltd. is owned by the spouse of the President and Chief Executive Officer of the Corporation. In order to address any potential conflict of interest, building contracts are tendered through a closed bid process on a periodic basis.

DIRECTORS' APPROVAL

The board of directors of the Corporation has approved the contents of this Information Circular and the sending of it to the shareholders.

ON BEHALF OF THE BOARD OF DIRECTORS



Linda Hasenfratz
President & Chief Executive Officer

March 18, 2003



**Linamar Corporation
287 Speedvale Ave., W.,
Guelph, Ontario
CANADA N1H 1C5
Tel: (519) 836-7550**