MATERIAL CHANGE REPORT

PURSUANT TO

SECTION 85(1) OF THE SECURITIES ACT (BRITISH COLUMBIA)
SECTION 118(2) OF THE SECURITIES ACT (ALBERTA)
SECTION 84(1) OF THE SECURITIES ACT (SASKATCHEWAN)
SECTION 75(2) OF THE SECURITIES ACT (ONTARIO)
SECTION 73 OF THE SECURITIES ACT (QUEBEC)
SECTION 81(2) OF THE SECURITIES ACT (NOVA SCOTIA)
SECTION 76(2) OF THE SECURITIES ACT (NEWFOUNDLAND)

ITEM 1: REPORTING ISSUER

WESCAM INC.
649 North Service Road West
Burlington, ON L7P 5B9

ITEM 2: DATE OF MATERIAL CHANGE

November 21, 2002.

ITEM 3: PRESS RELEASE

A press release disclosing the material change was issued in Burlington, Ontario and New York, New York on November 21, 2002, a copy of which is attached hereto.

ITEM 4: SUMMARY OF MATERIAL CHANGE

Wescam and L-3 Communications Corporation ("L-3") announced on November 21, 2002 that approximately 77.9% of the outstanding common shares of Wescam had been deposited to the offer (the "Offer") made by a wholly-owned subsidiary (the "Offeror") of L-3 to purchase all of the outstanding common shares of Wescam and that the Offeror had taken-up and would pay for such deposited common shares. L-3 also announced that the Offeror would extend the Offer until 12:01 a.m. (Toronto time) on December 4, 2002 to allow shareholders of Wescam who had not deposited their common shares to deposit such shares pursuant to the Offer.

ITEM 5: FULL DESCRIPTION OF MATERIAL CHANGE

Please see the press release dated November 21, 2002 attached hereto, which is incorporated herein by reference.

ITEM 6: RELIANCE ON CONFIDENTIALITY SECTION OF THE ACT

Not applicable.

ITEM 7: OMITTED INFORMATION

Not applicable.

ITEM 8: SENIOR OFFICER:

For further information, contact Bruce Latimer, Vice President, Corporate Development, General Counsel and Secretary (905) 633-4000.

ITEM 9: STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material change referred to herein.

DATED at Burlington, Ontario, this 27th day of November, 2002.

WESCAM INC.

By: ***"Bruce Latimer"***

Name: Bruce Latimer

Title: Secretary

CCNMatthews

Email a friend

NEWS RELEASE TRANSMITTED BY CCNMatthews

WESCAM

FOR: **WESCAM INC.**

TSX SYMBOL: WSC

AND **L-3 COMMUNICATIONS CORPORATION**

NYSE SYMBOL: LLL

NOVEMBER 21, 2002 - 09:01 EST

L3 Communications & Wescam Announce Extension of L3 Tender Offer For Wescam

NEW YORK, NEW YORK--November 21, 2002 - L-3 Communications (NYSE: LLL) and Wescam (TSX: WSC) today announced that approximately 16,021,718 common shares (the "Wescam Shares") of Wescam have been deposited under the offer made by L-3's wholly-owned subsidiary, L-3 Canada Acquisition Inc. (the "Offeror"), to purchase all of the outstanding Wescam Shares at C$9.50 per share. This represents approximately 77.9% of the outstanding Wescam Shares. The initial deposit period expired at 12:01 a.m. (Toronto time) on November 21, 2002.

The offer was subject to several conditions, including a minimum tender condition that 66 2/3% of the Wescam Shares be deposited pursuant to the offer. All conditions to the offer have been satisfied or waived, and the Offeror has taken up the Wescam Shares deposited under the offer within the initial deposit period. Checks representing payment under the offer for such shares will be mailed early next week.

L-3 has also extended its offer until 12:01 a.m. (Toronto time) on December 4, 2002 to allow the holders of Wescam Shares who have not accepted the offer to deposit those shares pursuant to the offer. Shareholders of Wescam seeking more information should refer to the Offering Circular dated October 16, 2002 and the notice of extension dated November 21, 2002, or should contact their broker.

Headquartered in New York City, L-3 Communications is a leading merchant supplier of Intelligence, Surveillance and Reconnaissance (ISR) products, secure communications systems and products, avionics and ocean products, training products, microwave components and telemetry, instrumentation, space and wireless products. Its customers include the Department of

Defense, selected US government intelligence agencies, aerospace prime contractors and commercial telecommunications and wireless customers. To learn more about L-3 Communications, please visit the company's web site at www.L-3Com.com. Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995: Except for historical information contained herein, the matters set forth in this news release are forward-looking statements. The forward-looking statements set forth above involve a number of risks and uncertainties that could cause actual results to differ materially from any such statement, including the risks and uncertainties discussed in the company's Safe Harbor Compliance Statement for Forward-looking Statements included in the company's recent filings, including Forms 10-K and 10-Q, with the Securities and Exchange Commission.

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FOR FURTHER INFORMATION PLEASE CONTACT:
L-3 Communications
Cynthia Swain
Vice President, Corporate Communications
(212) 697-1111
or
FD Morgen-Walke
Investors: Eric Boyriven, Paul Johnson
Media: Evan Goetz
(212) 850-5600

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