

Wescast Industries Inc.

**ANNUAL INFORMATION FORM
For the Year Ended December 31, 2000**

May 10, 2001

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ORGANIZATION

Incorporation

Pursuant to articles of amalgamation dated October 31, 1994, Wescast Industries Inc. amalgamated with Western Machining Inc. and LFT Investments Ltd. under the *Business Corporations Act* (Ontario) to form Wescast Industries Inc.

Subsidiaries

The following is a list of the subsidiaries of Wescast Industries Inc. as of December 31, 2000 and their respective jurisdictions of incorporation. The percentage of voting securities owned by Wescast Industries Inc., or over which it exercises control or direction, is indicated.

Subsidiary	Jurisdiction of Incorporation	Ownership Percentage (voting)
Wescast (USA) Inc.	Delaware, USA	100%
1102734 Ontario Inc.	Ontario, Canada	100%
1277521 Ontario Inc.	Ontario, Canada	100%
Wescast Industries GmbH	Kassel, Germany	100%
Wescast U. K. Limited	London, England	100%
United Machining Inc.	Michigan, USA	49%
Weslin Industries Inc.	Ontario, Canada	50%

References to Wescast or the Corporation in this Annual Information Form includes Wescast Industries Inc. and its subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

Wescast is the successor to a company founded in 1901. The Corporation currently operates in the automotive industry, where substantially all of its revenues are generated through the sale of exhaust manifolds.

On November 1, 1994, Wescast completed an initial public offering of Class A Subordinate Voting Common Shares and began trading its shares on The NASDAQ Stock Market.

In October 1995, the Corporation acquired substantially all of the assets of Magalloy Limited, a manufacturer of high alloy, cast steel parts for use in the production of pumps for the environmental, food processing and petrochemical industries. The Magalloy acquisition has benefited Wescast primarily by providing valuable experience and technology relating to stainless steel casting.

In January 1996, Wescast's Class A Subordinate Voting Common Shares commenced trading on the Toronto Stock Exchange.

In November 1996, the Corporation and its principal shareholders issued 2,178,754 warrants ("Special Warrants") and sold 871,246 Special Warrants respectively, on a private placement basis. The Special Warrants, which were sold to Canadian institutions through a syndicate of Canadian underwriters, were converted into three million Class A Subordinate Voting Common Shares in December 1996. This transaction raised over \$54 million for the Corporation and \$22 million for its principal shareholders, and enabled Wescast to retire outstanding bank loans. The Special Warrant private placement provided significant working capital for potential growth opportunities.

In early 1998, Wescast acquired a 49% joint venture interest in United Machining Inc. ("UMI"). The Michigan Minority Business Development Council certified UMI as a "minority" supply source. This certification will enable UMI to bid on business that it might otherwise not be able to. Wescast believes this joint venture will strengthen and secure its dominant position in North America as the largest exhaust manifold producer.

Since 1998, Wescast has established sales and product development centres in the United States, Germany and England and sales representation in Japan. These initiatives were needed to support the Corporation's present and future customers and to ensure continued growth.

In 2000, a state of the art casting facility in Wingham, Ontario was successfully launched. A similar foundry and integrated machining facility will be commissioned by Weslin Industries, a joint venture between Wescast and Linamar Corporation in 2001. These two new facilities will almost double the casting capacity and will support additional business volumes awarded to Wescast as a result of geographic and product expansion.

Also in 2000, the Corporation added to its steel casting facility in Stratford to provide for an integrated casting and machining line and exited the pump business to accommodate new orders of high volume stainless steel casting programs. Wescast moved its US joint venture, UMI, into a new expanded production facility to accommodate increased

volumes. Also, an addition was made to the machining facility in Wingham to provide for additional machine lines to accommodate new programs.

In 2001, Wescast will be constructing a new technical development centre and corporate office that is scheduled to be completed in 2002. This centre will allow Wescast to prototype foundry and machine tooling and develop and invest in advanced manufacturing technologies. The Corporation is planning the continued expansion of its global sales network as well as its technology, design and research and development capabilities. Wescast has increased the size of its steel casting facility in Stratford to accommodate new stainless steel programs.

The North American automotive industry is currently experiencing a slow down relative to 2000. The Corporation has implemented strategies to maintain profitability during the slow down. Wescast recorded strong earnings for the first quarter of 2001, despite this slow down, due to the strategies implemented and increased market penetration.

DESCRIPTION OF THE BUSINESS

General

Wescast currently operates in the automotive industry, where substantially all of its revenues are generated through the sale of exhaust manifolds.

Wescast is the world's largest supplier of cast exhaust manifolds for passenger cars and light trucks. An exhaust manifold directs the flow of exhaust gases from an automobile's internal combustion engine and is a critical engine component because its design affects engine performance, including fuel efficiency, output horsepower, effectiveness of the catalytic converter, environmental emissions and engine sound volume. The production of exhaust manifolds is essentially a two-step process consisting of (1) casting, which is the pouring of molten iron into sand molds; and (2) machining, which is the finishing of the raw exhaust manifold by milling, drilling, tapping, assembling and testing by highly-automated machines to prepare the exhaust manifold for final assembly on the engine. Wescast's exhaust manifolds are made of ductile iron, high alloy SiMo ductile iron or stainless steel, cast at modern foundries in Brantford, Wingham and Stratford, Ontario. They are machined in Wingham, Strathroy and Stratford, Ontario and in Sterling Heights, Michigan. The manifolds are designed, engineered and manufactured in close collaboration with the Corporation's customers to meet their performance, pricing and quality requirements.

The Corporation sells exhaust manifolds primarily as a Tier 1 supplier to Ford, GM and DaimlerChrysler. The revenues generated from sales to these customers and their Tier 1 suppliers represented approximately 99% of Wescast's total revenues in 2000 (compared to 98% in 1999).

Wescast's operations are conducted primarily in Canada; however, most of its products are exported to the United States and the United Kingdom (approximately 95.9% and 3.9% of total revenues in 2000, respectively).

The loss of all or a significant number of engine programs or successor engine programs for which the Corporation produces or expects to produce exhaust manifolds would have a material adverse effect on Wescast's financial condition and results of operations. Although the Corporation believes that its relationships with its customers are excellent, there can be no assurance that such customers will continue to purchase exhaust manifolds manufactured by the Corporation, continue with a particular engine program or purchase Wescast's exhaust manifolds for any successor engine program. A significant amount of the Corporation's planned production over the next few years is attributable to current purchase orders and other arrangements with its customers to provide production tooling and exhaust manifolds for certain engine programs. These orders and arrangements are effectively subject to termination by either party at any time.

Sources, Pricing and Availability of Raw Materials

Scrap steel is currently purchased from two sources. There can be no assurance that the price of scrap steel will not increase significantly or that Wescast will be able to offset such increases in whole or in part by increasing the price of its products. Electricity purchased from Ontario Power Generation is also a significant component of the cost of products manufactured by the Corporation. Although in recent years hydro rate increases have approximated the rate of inflation, there can be no assurance that this will continue to be the case. Also, certain key alloys and additives are currently purchased from a single source. The inability to maintain current sources for raw materials or energy or to develop alternative sources, at competitive prices and quality, could adversely affect the Corporation's financial condition and results of operations.

Seasonality

Historically, Wescast's sales and production volumes are lower in the months of July and August as North American vehicle production is generally lowest during these months due to model changeovers by the North American Original Equipment Manufacturers (OEMs).

Competition

The exhaust manifold business is highly competitive. The primary elements of this competition are quality, price and service, including delivery time.

Wescast's overall share of the North American exhaust manifold market totalled approximately 52% in fiscal year 2000 (up from approximately 49% in fiscal year 1999), based upon the total number of passenger cars and light trucks produced in North America.

Wescast believes that it has distinguished itself from its North American and international competitors by its plant-exclusive focus on manufacturing cast exhaust manifolds. Wescast believes this focus enables it to produce a comparatively low-cost cast exhaust

manifold, which meets or exceeds the rigorous design, quality and delivery requirements of its customers. Wescast also believes this specialization has enabled it to become a technological leader in the manufacture of exhaust manifolds and to capture efficiencies by reducing variation in its manufacturing processes. The Corporation's exhaust manifold design, development, quality and production capabilities have been recognized by its customers on numerous occasions.

The Corporation's competitors include U.S. and international suppliers who may enjoy lower labour and other costs and may not be subject to the currency risks the Corporation bears. While the Corporation is the largest producer of exhaust manifolds for the North American market, many of its competitors or potential competitors are larger and more diversified and have greater resources than the Corporation. There can be no assurance that Wescast's business will not be adversely affected by increased competition in the market in which it currently operates or in markets in which it will operate in the future, or that the Corporation will be able to improve or maintain its profit margins on sales to OEMs or their suppliers.

Research and Development Activities

Wescast spent approximately \$3.8 million on research and development, primarily to increase the in-house design capabilities of the Corporation.

In 2001, the product design and research and development groups plan to develop specific projects focused on meeting customer and technical trends for increased temperatures, lighter weight, improved fuel economy and full service module and system sourcing.

Environmental

The information that appears under the heading "Environmental Report" on page 22 of the 2000 Annual Report is incorporated herein by reference.

Human Resources

As at December 31, 2000, Wescast had approximately 2,362 employees. The Canadian Auto Workers (CAW) represents approximately 60% of these employees pursuant to five collective agreements. The agreements relating to Wingham Machining and Stratford Steel Division, representing 164 and 95 employees respectively, will expire on June 30, 2001. The agreements relating to Brantford Casting and Strathroy Machining, representing 344 and 246 employees respectively, will expire on August 31, 2001. The fifth agreement relates to the two Wingham Casting facilities and represents 590 employees in total and does not expire until June 30, 2002. Relations with the CAW and management are excellent. Wescast intends to enter into negotiations with the CAW to renew those collective agreements, which expire in 2001.

Wescast believes that an integral part of its success is due to each employee's effort to maintain a commitment to excellence. In the late 1980's, Wescast began the process of

developing a participative management process designed around the principles of identity, participation, competence, and equity. The formal plan became effective on July 1, 1989, and was named HEART (Helping Everyone Achieve Rewards Together). The components and structure of the plan, including an employee bonus plan, are reviewed and updated on a regular basis.

Principal Properties

The Corporation's principal facilities as at April 30, 2001 are listed below:

Canada	
200 Water Street Wingham, Ontario	160,000 square foot owned facility; used to cast exhaust manifolds
R.R.#4 Wingham, Ontario	125,600 square foot owned facility; used to cast exhaust manifolds
799 Powerline Road W Brantford, Ontario	136,500 square foot owned facility; used to cast exhaust manifolds
130 Wright Boulevard Stratford, Ontario	79,400 square foot owned facility; used to cast and machine stainless steel exhaust manifolds
100 Water Street Wingham, Ontario	121,400 square foot owned facility; used to machine exhaust manifolds
28648 Centre Road Strathroy, Ontario	121,000 square foot owned facility; used to machine exhaust manifolds
Hungary	
50% owned joint venture 2840 Oroszlany Szent Borbala u. 16	225,000 square foot owned facility; used to cast and machine exhaust manifolds
United States	
49% owned joint venture 6300 – 18 ½ Mile Rd Sterling Heights, MI	80,000 square foot leased facility; used to machine exhaust manifolds

SELECTED CONSOLIDATED FINANCIAL INFORMATION

	(thousands of dollars, except per share data)				
	December 31, 2000	January 2, 2000	Year Ended December 27, 1998	December 28, 1997	December 29, 1996
Sales	\$401,386	\$355,284	\$284,861	\$229,478	\$197,717
Net earnings	\$67,050	\$61,553	\$47,856	\$39,364	\$28,361
Net earnings per common share	\$5.11	\$4.67	\$3.65	\$3.02	\$2.63
Fully-diluted net earnings per common share	\$4.88	\$4.47	\$3.53	\$2.91	\$2.53
Dividends paid per common share	\$0.48	\$0.32	\$0.32	\$0.16	\$0.15
Total Assets	\$409,377	\$364,162	\$280,261	\$233,121	\$188,899
Total long-term debt	\$11,283	\$10,277	\$10,260	\$3,945	\$4,771

NOTE:

- (1) In the year ended December 29, 1996, the number of outstanding common shares increased by 19.8% due to the issue and sale of 2,129 Special Warrants for net proceeds of \$53.8 million. Each Special Warrant was exercised for one Class A Subordinate Voting Common Share of the Corporation for no additional consideration.
- (2) Common shares referred to above includes both Class A Subordinate Voting Common Shares and Class B Subordinate Voting Common Shares.

SELECTED QUARTERLY CONSOLIDATED FINANCIAL INFORMATION

Year Ended December 31, 2000 (Restated)

	(thousands of dollars, except per share data)			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Sales	\$103,867	\$103,999	\$96,783	\$96,737
Net earnings	\$20,512	\$19,915	\$13,754	\$12,869
Net earnings per common share	\$1.55	\$1.51	\$1.06	\$0.99
Fully-diluted net earnings per common share	\$1.53	\$1.49	\$1.03	\$0.94

NOTE:

- (1) Subsequent to December 31, 2000, the Corporation changed its accounting policy with respect to the computation of earnings per share to that issued by the Canadian Institute of Chartered Accountants in December 2000. The main effect of the change to the Corporation's financial statements is in the calculation of fully-diluted earnings per share which is now calculated using the treasury stock method instead of the imputed interest method. This change in accounting policy has been applied to the above figures for future comparative purposes and accordingly the fully-diluted net earnings per common share for the first, second, third and fourth quarters have been increased (decreased) by \$0.11, \$0.11, \$0.03, and (\$0.14) respectively from those previously reported.
- (2) The Corporation has restated sales and cost of sales for the first three quarters of 2000. Sales earned during the pre-production period of new facilities have been offset against cost of sales.
- (3) In 2000, the Corporation accrued certain annual expenses on a pro-rated basis quarterly throughout the year. The quarterly results have been restated to reflect the actual expenses incurred during each quarter.

Dividend Policy

Wescast started paying cash dividends on its common shares on a quarterly basis in 1995. The Corporation will generally limit its annual dividend to approximately 10% of the previous year's net earnings. Its current intention is to pay quarterly dividends of \$0.12 per share. The declaration and payment of dividends is at the sole discretion of the Board of Directors.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The information that appears under the heading "Management's Discussion and Analysis of Results of Operations and Financial Condition" on pages 17 through 21, inclusive, of the 2000 Annual Report is incorporated herein by reference.

MARKET FOR SECURITIES

The Class A Subordinate Voting Common Shares are listed and posted for trading on the Toronto Stock Exchange under the trading symbol WCS.A and on the NASDAQ under the trading symbol WCST.

DIRECTORS AND OFFICERS

The names and municipalities of residence of the Directors and Officers of Wescast, the respective positions held by them with Wescast, their principal occupations during the five preceding years and the period each Director has served as a Director are set out below. Each Director was elected or re-elected at the annual meeting of shareholders held on May 8, 2001, and the term of office for each Director will be until the next annual meeting of the shareholders or until his/her successor is elected or appointed. Wescast's Board of Directors has an Audit and Corporate Governance Committee and a Human Resources Committee. Wescast does not have an Executive Committee.

Name and Municipality of Residence	Director Since	Position	Principal Occupation During the Five Preceding Years
Richard W. LeVan ^{(1) (2)} Brantford, Ontario	1958	Chairman of the Corporation	Chairman of the Corporation. Prior to October 1998, Mr. LeVan was also the Chief Executive Officer of the Corporation.
Raymond T. Finnie ⁽³⁾ Kitchener, Ontario	1999	Director, President and Chief Executive Officer of the Corporation	President and CEO of the Corporation since October 1998. Prior to that, Mr. Finnie was President and CEO of FAG Automotive Inc. from 1995 to 1998 and President and CEO of FAG Bearings Limited from 1993 to 1998.
William R. LeVan Brantford, Ontario	1991	Director, Vice President Technology of the Corporation	Vice President, Technology of the Corporation since July 2000. Prior to that, Mr. LeVan was Vice President, Planning from 1995 to 1996 and was Vice President, Manufacturing from 1997 to 2000.
M. Thomas Bright ⁽¹⁾ Dallas, Texas	1984	Director	Owner and President of Southwestern Gage, Inc. (Distributor of measurement equipment)

Name and Municipality of Residence	Director Since	Position	Principal Occupation During the Five Preceding Years
George S. Dickson Don Mills, Ontario	1958	Director	Retired Corporate Vice President of General Steel Wares.
Edward G. Frackowiak ^{(1) (2)} Oakville, Ontario	1992	Director	Vice President and General Counsel/Canada of First American Title Insurance Company. (title insurance company)
William H. Greenwood ⁽²⁾ Okemos, Michigan	1992	Director	Owner of Greenwood Consulting Services. (human resources consulting firm)
Peter J. Kenny ⁽²⁾ Oakville, Ontario	1985	Director	Chairman of the Board of Atlantis Submarines (International Holding) Inc. and of Cambridge Stamping Inc. (automotive parts supplier)
Lawrence G. Tapp ⁽¹⁾ London, Ontario	1997	Director	Dean of Richard Ivey School of Business, University of Western Ontario.
J. Dwane Baumgardner ⁽²⁾ Holland, Michigan	1998	Director	Chairman and Chief Executive Officer of Donnelly Corporation. (automotive parts supplier)
Hugh W. Sloan Jr. ⁽²⁾ Bloomfield Village, Michigan	1998	Director	Deputy Chairman of the Woodbridge Group since 1998. Prior to that, Mr. Sloan was President of the Woodbridge Group. (automotive parts supplier)
J. Emilien Bolduc ⁽¹⁾ Sutton, Quebec	1999	Director	Retired Vice Chairman of Royal Bank of Canada.
D. James Slattery Oakville, Ontario		Vice President and Chief Financial Officer	Vice President and Chief Financial Officer of the Corporation since September 1999. Prior to that, Mr. Slattery was Vice President, Corporate Development from 1997 to 1999 and prior to that, was a partner in the Corporate Finance Group of Ernst & Young.
Paul A. Lawrence Kitchener, Ontario		Vice President, Sales and Marketing	Vice President, Sales and Marketing of the Corporation since 1997. Prior to that, Mr. Lawrence was Sales Manager from 1994 to 1996.

Name and Municipality of Residence	Director Since	Position	Principal Occupation During the Five Preceding Years
Randolph J. Straka Norton Shores, Michigan		Vice President, Operations	Vice President, Operations of the Corporation since November 2000. Prior to that, Mr. Straka was President of Lorin Industries from 1995 to November 2000.
Wayne D. Phibbs Brantford, Ontario		Executive Human Resources Advisor	Executive Human Resources Advisor of the Corporation since 1999. Prior to that, Mr. Phibbs was the Vice President, Human Resources.
Timothy J. Armstrong Cambridge, Ontario		Vice President, Quality and Information Systems	Vice President, Quality and Information Systems of the Corporation since 1997. Prior to that, Mr. Armstrong was Information System Manager from 1994 to 1997 and Director of Management Information Systems in 1997.
Darell W. Dutton New Dundee, Ontario		Vice President, Human Resources	Vice President, Human Resources of the Corporation since 1999. Prior to that, Mr. Dutton was Director of Human Resources at Canadian Pacific Railway from 1993 to 1996, Director of Human Resources at the Toronto Star from 1996 to 1997 and Vice President, Organizational Effectiveness from 1997 to 1999.

⁽¹⁾ Member of the Audit and Corporate Governance Committee.

⁽²⁾ Member of the Human Resources Committee.

⁽³⁾ Ex-officio member of the Audit and Corporate Governance Committee and the Human Resources Committee.

⁽⁴⁾ The Corporation is required, pursuant to the *Business Corporations Act* (Ontario), to have an Audit Committee.

The number and percentage of securities of each class of voting securities of the Corporation beneficially owned, directly or indirectly, or over which control or direction was exercised, by all Directors and Officers of the Corporation as a group, was approximately 86,967 shares or 1.61% of the Class A Subordinate Common Shares and 7,466,907 or 100.0% of the Class B Subordinate Common Shares, as at April 30, 2001.

ADDITIONAL INFORMATION

Additional information, including Directors' and Officers' remuneration and indebtedness, principal holders of the Corporation's securities and options to purchase securities and interests of insiders in material transactions, where applicable, is contained in the Corporation's Information Circular dated March 15, 2001, for the Annual Meeting of Shareholders for the year ended December 31, 2000. Additional financial information, including the comparative consolidated financial statements, is provided in the Corporation's Annual Report for the year ended December 31, 2000.

The Corporation will provide to any person upon written request at any time:

- (i) one copy of the Annual Information Form of the Corporation together with one copy of any document, or pertinent pages of any document, incorporated by reference therein;
- (ii) one copy of the comparative financial statements of the Corporation for its most recently completed fiscal year together with the accompanying report of the auditors and one copy of any interim financial statements for its most recently completed fiscal year end; and
- (iii) one copy of the Management Information Circular of the Corporation in respect of its most recent annual meeting of shareholders that involved the election of Directors or one copy of any annual filing prepared in lieu of that Management Information Circular, as appropriate,

provided that the Corporation may require the payment of a reasonable charge if the request is made by a person who is not a security holder of the Corporation. Written requests for a copy of the above documents should be directed to the Investor Relations Department, Westcast Industries Inc., 799 Powerline Road West, Brantford, Ontario, Canada, N3T 5W5.