

**ZOOLANDER CORPORATION**  
130 Adelaide Street West, Suite 1010  
Toronto, Ontario M5H 3P5

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the annual and special meeting (the “**Meeting**”) of the holders of common shares of Zoolander Corporation (the “**Corporation**”) will be held at 130 Adelaide Street West, Suite 1010, Toronto, Ontario at 10:00 a.m. (Toronto time) on Tuesday, October 16, 2012, for the following purposes:

- (1) to receive the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2011, together with the report of the auditor thereon;
- (2) to elect directors of the Corporation for the ensuing year;
- (3) confirming the appointment by the board of directors of the auditors and appointing the auditors of the Corporation for the ensuing year and authorizing the directors of the Corporation to fix the remuneration;
- (4) to confirm the Corporation’s stock option plan;
- (5) to consider and, if deemed advisable, approve, with or without variation, a special resolution authorizing an amendment to the By-Laws of the Corporation; and
- (6) to transact such further or other business as may properly come before the Meeting or any adjournment(s) thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying management information circular of the Corporation dated September 17, 2012. The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is at the close of business on August 27, 2012.

A shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any postponement or adjournment thereof in person are requested to date, sign and return the accompanying proxy for use at the Meeting or any postponement or adjournment thereof. **To be effective, the proxy must be deposited by mail or personal delivery at the Corporation’s registrar and transfer agent, Equity Financial Trust Company, 200 University Avenue, Suite 400, Toronto, Ontario, Canada M5H 4H1, or a copy must be sent by facsimile to Equity Financial Trust Company at (416) 595-9593, not later than 10:00 a.m. (Toronto time) on October 11, 2012 or, if the Meeting is postponed or adjourned, not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the time set for any postponement(s) or adjournment(s) thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.**

All non-registered shareholders who receive these materials through a broker or other intermediary should complete and return the materials in accordance with the instructions provided to them by such broker or intermediary.

DATED at Toronto, Ontario as of the 17<sup>th</sup> day of September, 2012.

BY ORDER of the board of directors of the Corporation

*“Gavin Treanor” (Signed)*

Gavin Treanor, President