

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Zoolander Corporation (the “Corporation”)
130 Adelaide Street West
Suite 1010
Toronto, Ontario M5H 3P5

Item 2 Date of Material Change

April 4, 2013

Item 3 News Release

Attached as Schedule “A” is the news release in respect of the material change, which press release was disseminated through Marketwire on April 4, 2013.

Item 4 Summary of Material Change

The Corporation announced the appointments of Mr. Jason Chen as a Director of the Corporation and Mr. Schreiner as the Chief Financial Officer of the Corporation, in each case subject to the approval of the TSX Venture Exchange.

Item 5 Full Description of Material Change

For a full description of the material change, see the press release attached as Schedule A.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

For further information, please contact:

Paul Ekon, Chief Executive Officer
Tel: 447778 778888

Item 9 Date of Report

April 5, 2012

SCHEDULE A
PRESS RELEASE

ZOOLANDER CORPORATION

130 Adelaide Street West, Suite 1010, Toronto, ON M5H 3P5

FOR IMMEDIATE RELEASE

April 4, 2013

TSXV: ZOO

Shares Outstanding: 49,987,500

**ZOOLANDER ANNOUNCES APPOINTMENT OF JASON CHEN AS A DIRECTOR
AND LARRY SCHREINER AS CHIEF FINANCIAL OFFICER**

Toronto, Ontario – April 4, 2013 – Zoolander Corporation (“**Zoolander**” or the “**Corporation**”) (TSXV: ZOO) is pleased to announce the appointments of Mr. Jason Chen as a Director of the Corporation and Mr. Larry Schreiner as Chief Financial Officer of the Corporation. Mr. Chen and Mr. Schreiner fill the vacancies in these positions resulting from the resignations previously announced by the Corporation.

“We are very pleased that Jason and Larry are joining our team”, commented Mr. Paul Ekon, the Corporation’s Chief Executive Officer, “their experience and skills will play a major role in the next phase of the Corporation’s growth and operations.”

In accordance with the policies of the TSXV, both Mr. Chen’s and Mr. Schreiner’s appointment are subject to the TSXV’s review and approval.

Neither TSX Venture Exchange (the “TSXV”) nor its Regulation Services Provider (as that term is defined in policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.

The foregoing information may contain forward-looking statements relating to the future performance of Zoolander. Forward-looking statements, specifically those concerning future performance, expectations concerning the timing results, indications and benefits of exploration, drilling test work and engineering assessments, and other statements that are not historical fact, are subject to certain risks and uncertainties, and actual results may differ materially from Zoolander’s plans and expectations. These plans, expectations, risks and uncertainties are detailed herein and from time to time in the filings made by Zoolander with the TSXV/NEX and securities regulators. Zoolander does not assume any obligation to update or revise its forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities of Zoolander in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or unless an exemption from such registration is available.