

**FORM 13-502F1  
CLASS 1 REPORTING ISSUERS - PARTICIPATION FEE**

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**Reporting Issuer Name:** Zoolander Corporation

**Fiscal year end date  
used to calculate capitalization:** December 31, 2012

**Market value of listed or quoted securities:**

Total number of securities of a class or series outstanding as at the issuer's most recent fiscal year end 49,987,500(i)

Simple average of closing price of that class or series as of the last trading day of each month of the fiscal year 0.116667(ii)

Market value of class or series (i) x (ii)= 5,831,892 (A)

(Repeat the above calculation for each class or series of securities of the reporting issuer that was listed or quoted on a marketplace in Canada or the United States of America at the end of the fiscal year) \_\_\_\_\_ (B)

**Market value of listed or quoted securities:**

(see paragraph 2.11 (b) of the Rule)  
(Provide details of how determined) \_\_\_\_\_ (C)

(Repeat for each class or series of securities) \_\_\_\_\_ (D)

**Capitalization**

(Add market value of all classes and series of securities) (A) + (B) + (C) + (D) = 5,831,892

**Participation Fee** \$800

(From Appendix A of the Rule, select the participation fee beside the capitalization calculated above)

*New reporting issuers reduced participation fee, if applicable*  
(see section 2.6 of the Rule)

Participation fee            x Number of entire months remaining in issuer's fiscal year  
12 \_\_\_\_\_

*Late Fee, if applicable*  
(As determined under section 2.5 of the Rule) \_\_\_\_\_