

ZOOLANDER CORPORATION

Suite 1600, 150 York Street
Toronto, Ontario M5H 3S5

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting of the shareholders of Zoolander Corporation (the "Corporation") will be held at Suite 2700, The Exchange Tower, 130 King Street West, Toronto, Ontario on Thursday, the 22nd day of August, 2013, at 2:00 p.m. (Toronto time) for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Corporation for the year ended December 31, 2012, together with the reports of the auditors thereon;
2. to elect directors;
3. to appoint auditors and to authorize the directors to fix their remuneration;
4. to consider and, if thought fit, pass with or without variation, an ordinary resolution of shareholders confirming, ratifying and approving a new 10% "rolling" stock option plan for the Corporation;
5. to consider and, if thought fit, pass with or without variation, a special resolution authorizing an amendment of the articles of the Corporation providing for a change of name of the Corporation to "Mezzotin Minerals Inc." or such other name as shall be acceptable to the directors and applicable regulatory authorities;
6. to consider and, if thought fit, pass with or without variation, an ordinary resolution to confirm, approve and ratify a new general By-Law No. 1 for the Corporation;
7. to consider and, if thought fit, pass with or without variation, an ordinary resolution approving, ratifying, and confirming all acts, proceedings, contracts, appointments, elections, payments and by-laws, done, instituted, made and enacted by the directors and officers of the Corporation since the date of incorporation as the same are set out or referred to in the resolutions of the directors or in the financial statements or otherwise properly enacted, passed, made done or taken; and
8. to transact such further or other business as may properly come before the meeting or any adjournment or adjournments thereof.

Shareholders are referred to the management information circular for more detailed information with respect to the matters to be considered at the meeting and for the full text of the resolutions.

A special resolution must be passed by not less than two-thirds of the votes cast by shareholders who vote in respect of the resolution. An ordinary resolution must be passed by not less than 50% of the votes cast by shareholders who vote in respect of the resolution.

Shareholders who are unable to attend the meeting in person are requested to complete, date, sign and return the enclosed form of proxy or voting instruction form ("VIF") so that as large a representation as possible may be had at the meeting. To be valid, proxies must be received by the Corporation's transfer agent, Equity Financial Trust Company, 200 University Avenue, Suite 400, Toronto, Ontario M5H 4H1 not later than 48 hours (excluding Saturdays and holidays) before the time of holding the meeting or adjournment thereof. Non-registered shareholders must deliver their completed proxy or VIF in accordance with the instructions given by their financial institution or other intermediary that forwarded it to them.

DATED at Toronto, Ontario this 15th day of July, 2013.

BY ORDER OF THE BOARD

(signed) "Lawrence Schreiner"

Lawrence Schreiner
Chief Financial Officer

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.