



ZOOLANDER CORPORATION
(“Corporation”)

FORM OF PROXY (“PROXY”)

Annual and Special Meeting
August 22, 2013 at 2:00 p.m. (Toronto time)
Suite 2700, The Exchange Tower, 130 King Street West,
Toronto, Ontario
(“Meeting”)

<MS#>
<HOLDER REGISTRATION1>
<HOLDER ADDRESS1>
<HOLDER ADDRESS2>
<HOLDER ADDRESS3>
<CITY>, <PROV> <POSTAL CODE>
<COUNTRY>

RECORD DATE: July 12, 2013
CONTROL NUMBER: <CONTROL NUMBER>
SEQUENCE #: <SEQ#> - <CUSIP> - <ACCT#>
FILING DEADLINE FOR PROXY: August 20, 2013 at 2:00 p.m. (Toronto time)

VOTING METHODS	
INTERNET	Go to www.voteproxyonline.com and enter the 12 digit control number above
FACSIMILE	(416) 595-9593
MAIL or HAND DELIVERY	EQUITY FINANCIAL TRUST COMPANY 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1

The undersigned shareholder of Zoolander Corporation (the “Corporation”) hereby nominates, constitutes and appoints **Lawrence Schreiner**, Chief Financial Officer, or failing him, **Lonnie Kirsh**, Legal Counsel (“Management Nominees”), or instead of any of them, the following Appointee

Please print appointee name

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) thereof in accordance with voting instructions, if any, provided below.

<SHARES>
<PROXY #>
(<BAR CODE>)

*** SEE VOTING GUIDELINES ON REVERSE ***

RESOLUTIONS - MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT ABOVE THE BOXES

1. Election of Directors	FOR	WITHHOLD
a) Paul Ekon	<input type="checkbox"/>	<input type="checkbox"/>
b) Shawn Mace	<input type="checkbox"/>	<input type="checkbox"/>
c) Christine He	<input type="checkbox"/>	<input type="checkbox"/>
d) Jason Chen	<input type="checkbox"/>	<input type="checkbox"/>
2. Appointment of Auditors	FOR	WITHHOLD
Appointment of Schwartz Levitsky Feldman LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of New Stock Option Plan	FOR	AGAINST
An ordinary resolution of shareholders confirming, ratifying and approving a new 10% “rolling” stock option plan for the Corporation.	<input type="checkbox"/>	<input type="checkbox"/>
4. Name Change	FOR	AGAINST
A special resolution authorizing an amendment of the articles of the Corporation to change the name of the Corporation to “Mezzotin Minerals Inc.” or such other name as shall be acceptable to the directors and applicable regulatory authorities.	<input type="checkbox"/>	<input type="checkbox"/>
5. Ratification of New General By-Law	FOR	AGAINST
An ordinary resolution of shareholders to confirm, approve and ratify a new general By-Law No. 1 for the Corporation.	<input type="checkbox"/>	<input type="checkbox"/>
6. Ratification of Past Acts	FOR	AGAINST
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.	<input type="checkbox"/>	<input type="checkbox"/>

This proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED**.

PLEASE PRINT NAME

Signature of Registered owner(s)

Date (MM/DD/YYYY)

Proxy Voting - Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION.**
2. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE INFORMATION CIRCULAR PRIOR TO VOTING.**
3. **If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution overleaf. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**
4. This proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of the Meeting, such other matters which may properly come before the Meeting or any adjournment or postponement thereof.
5. **Each shareholder has the right to appoint a person other than Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof.** Such right may be exercised by inserting in the space provided the name of the person to be appointed, who need not be a shareholder of the Corporation.
6. To be valid, this proxy must be signed. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its being mailed to the shareholders of the Corporation.
7. To be valid, this proxy must be filed using one of the **Voting Methods** and before the **Filing Deadline for Proxies**, noted overleaf or in the case of any adjournment of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned meeting. 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.
8. If the shareholder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized, and the shareholder may be required to provide documentation evidencing the signatory's power to sign the proxy.

Investor inSite

Equity Financial Trust Company offers at no cost to security holders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable security holder forms and Frequently Asked Questions.

To register, please visit

www.tmxequitytransferservices.com/investorinsite

Click on, "Login to Investor inSite" and complete the registration form under "Register Online Now". Call us toll free at 1-866-393-4891 with any questions.

Notice - and - Access

The Canadian securities regulators have adopted new rules, effective for meetings held on or after March 1, 2013, which permit the use of notice-and-access for proxy solicitation instead of the traditional physical delivery of material. This new process provides the option to post meeting related materials including management information circulars as well as annual financial statements and management's discussion and analysis, on a website in addition to SEDAR. Under notice-and-access, meeting related materials will be available for viewing for up to 1 year from the date of posting and a paper copy of the material can be requested at any time during this period.

Disclosure regarding each matter or group of matters to be voted on is in the Information Circular in the Section with the same title as each Resolution overleaf. You should review the Information Circular before voting.

ZOOLANDER CORPORATION has elected to utilize Notice - and - Access and provide you with the following information:

Meeting materials are available electronically at www.sedar.com and also at <http://noticeinsite.equityfinancialtrust.com/ZoolanderASM2013/>.

If you wish a paper copy of the Meeting materials or have questions about notice-and-access, please call 1-866-393-4891. In order to receive a paper copy in time to vote before the meeting, your request should be received by August 13, 2013.

Request for Financial Statements

In accordance with securities regulations, security holders may elect to receive Annual Financial Statements, Interim Financial Statements and MD&As.

Instead of receiving the financial statements by mail, you may choose to view these documents on SEDAR at www.sedar.com and also at <http://noticeinsite.equityfinancialtrust.com/ZoolanderASM2013/>.

I HEREBY CERTIFY that I am a security holder of the Company, and as such, request that you provide me with the following:

☐ Annual Financial Statement with MD&A ☐ Interim Financial Statements with MD&A

If you are casting your vote online and wish to receive financial statements, please fax this side to (416) 595-9593.

<HOLDER REGISTRATION1>
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ZOOLANDER CORPORATION
FISCAL YEAR – 2013