



ZOOLANDER CORPORATION
(“Corporation”)

VOTING INSTRUCTION FORM (“VIF”)

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>
FILING DEADLINE FOR VIF: 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>

<PARTICIPANT>
<CUID>

The matters to be voted on at the Meeting are as follows. Unless you are appointing yourself to attend the Meeting and vote in person, please provide your voting instructions by marking the appropriate box. (see Note 1 overleaf)

*** 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	☐	☐
b) Shawn Mace	☐	☐
c) Christine He	☐	☐
d) Jason Chen	☐	☐
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.	☐	☐
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.	☐	☐
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.	☐	☐
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.	☐	☐
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.	☐	☐

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

PLEASE PRINT NAME

Signature of Beneficial owner(s)

Date (MM/DD/YYYY)

Voting Instructions – Guidelines and Conditions

The Corporation is providing you the enclosed proxy-related materials for their security holder Meeting. Your name, address and information about your security holdings have been obtained in accordance with applicable securities regulations from the intermediary holding them on your behalf (which is identified by name, code or identifier in the information on the top right corner overleaf). The Voting Instruction Form ("VIF") is to enable your vote to be submitted on the stated matters. Please complete, sign, date and return the VIF. Unless you appoint yourself or a delegate to attend the Meeting and vote, your securities can be voted only by Management Nominees in accordance with your instructions.

We are prohibited from voting these securities on any of the matters to be acted upon at the Meeting without your specific voting instructions.

The completed VIF should be delivered to Equity Financial Trust Company, in the envelope provided or by fax to (416) 595-9593. Alternatively, if available, you may vote online at www.voteproxyonline.com. The matters to be voted on at the Meeting are set out overleaf.

By providing voting instructions as requested, you are acknowledging that you are the beneficial owner of, and are entitled to instruct us with respect to the voting of, these securities.

THIS VOTING INSTRUCTION FORM MUST BE READ IN CONJUNCTION WITH THE MEETING MATERIAL. YOUR VOTING INSTRUCTIONS MUST BE RECEIVED NO LATER THAN THE DEADLINE SPECIFIED OVERLEAF IN THE UPPER RIGHT SECTION OF THE VIF OR THE EQUIVALENT TIME BEFORE THE TIME AND DATE OF ANY ADJOURNMENT OF THE MEETING.

Voting Instructions and Authority - Notes

1. 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 Recommendation 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.
2. The appointment of the Management Nominees or another Appointee gives them discretion to vote on any other matters that may properly come before the Meeting.
3. If Internet voting is available, you can provide your voting instructions on the website noted overleaf.
4. To be valid, this VIF must be signed. Please date the VIF. If the VIF is not dated, it is deemed to bear the date of its being mailed to the shareholders of the Corporation.
5. This form does not convey any right to vote in person at the Meeting. **We urge you to read the above instructions, and the Information Circular prior to completing, signing and returning the VIF so that your securities can be voted.**

For assistance, please contact Equity Financial Trust Company:

Mail: Equity Financial Trust Company
200 University Avenue, Suite 300
Toronto, ON
M5H 4H1
Telephone: (416) 361-0152
Facsimile: (416) 595-9593
Email: investor@equityfinancialtrust.com

Appointing yourself or someone else to vote your securities

If you want to attend the Meeting and vote in person at the Meeting or appoint another person to do so, write your name or the name of the person attending the Meeting in the space provided on the VIF and return it. Unless prohibited by law, the person whose name is written in the space provided will have full authority to present matters to the Meeting and vote on all matters that are presented at the Meeting, even if those matters are not set out in this form or the information circular. Consult a legal advisor if you wish to modify the authority of that person in any way. When you or your Appointee arrives at the Meeting, they should give their name to the scrutineers and state that they are a proxy appointee. The Appointee must attend the Meeting in order for your shares to be voted.

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>
<HOLDER ADDRESS1>
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<COUNTRY>

ZOOLANDER CORPORATION
FISCAL YEAR – 2013