

ZCL COMPOSITES INC.

**6907 - 36 Street
Edmonton, Alberta
T6B 2Z6**

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "Meeting") of ZCL Composites Inc. (the "Corporation") will be held at The Westin Edmonton, Centennial Room, Main Floor, 10135 - 100 St., Edmonton, Alberta, on Monday August 15, 2005 at 1:00 p.m. (Edmonton time) for the following purposes:

1. To elect directors for the ensuing year;
2. To appoint auditors for the ensuing year;
3. To transact such further or other business as may properly come before the meeting or any adjournment or adjournments thereof.

SHAREHOLDERS WHO ARE UNABLE TO BE PRESENT PERSONALLY AT THE MEETING MAY COMPLETE, SIGN AND RETURN THE ACCOMPANYING FORM OF PROXY IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT IN THE INSTRUMENT OF PROXY AND THE INFORMATION CIRCULAR ACCOMPANYING THIS NOTICE OF ANNUAL GENERAL MEETING.

SHAREHOLDERS ARE CAUTIONED THAT THE USE OF THE MAIL TO DELIVER PROXIES IS AT EACH SHAREHOLDERS' RISK.

Dated at Edmonton, Alberta, this 20th day of June, 2005.

By Order of the Board,

(signed) "Tony Barlott"
Tony G. Barlott, Corporate Secretary