

**ZCL COMPOSITES INC.**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**HELD ON AUGUST 15, 2005**

**REPORT OF VOTING RESULTS**

In accordance with Section 11.3 of National Instrument 51-102 *Continuous Disclosure Obligations*, the following matters were voted on at the Annual General Meeting of Shareholders of ZCL Composites Inc. held on August 15, 2005. Each of the matters is described in greater detail in the Management Proxy Circular dated June 20, 2005.

**1. Election of Directors**

Each of the 5 nominees listed in the Management Proxy Circular were elected as Directors of ZCL Composites Inc.

<b>Nominee</b>	<b>Votes For</b>	<b>% For</b>	<b>Votes Withheld</b>	<b>% Withheld</b>
Venence G. Coté	11,709,657	99.86	17,000	0.14
James S. Edwards	11,709,657	99.86	17,000	0.14
Fred J. Dymont	11,709,657	99.86	17,000	0.14
Nancy L. Smith	11,709,207	99.85	17,450	0.15
Simon Sochatsky	11,709,657	99.86	17,000	0.14

**2. Appointment of Auditors**

Ernst & Young LLP, Chartered Accountants were appointed as auditors of ZCL Composites Inc.

<b>Votes For</b>	<b>% For</b>	<b>Votes Withheld</b>	<b>% Withheld</b>
11,709,657	99.86	17,000	0.14