

ZCL COMPOSITES INC.

6907-36 Street
Edmonton, Alberta T6B 2Z6

NOTICE OF ANNUAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "Meeting") of ZCL Composites Inc. (the "Corporation") will be held at The Westin Hotel, Centennial Room, 10135-100 Street, Edmonton, Alberta, on Friday, May 8, 2009 at 1:00 p.m. (Edmonton Time) for the following purposes:

1. to receive and consider the financial statements of the Corporation for the fiscal year ended December 31, 2008 and the report of the auditor thereon;
2. to elect directors of the Corporation for the ensuing year;
3. to appoint the auditor of the Corporation for the ensuing year at a remuneration to be determined by the board of directors;
4. to re-approve the Corporation's stock option plan, the details of which are disclosed in the Corporation's Information Circular; and
5. 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 FORM 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 SHAREHOLDER'S RISK.

Dated at Edmonton, Alberta, this 6th day of April, 2009.

By Order of the Board,

"Kevin Lynch"

Kevin Lynch, Corporate Secretary