

FORM OF PROXY

ZCL COMPOSITES INC.

6907-36 Street
Edmonton, Alberta T6B 2Z6

The undersigned, a shareholder of ZCL Composites Inc. (the "Corporation") hereby appoints Venence G. Côté, the President and Chief Executive Officer of the Corporation, of Beaumont, Alberta, or failing him, Darin R. Coutu, the Chief Financial Officer, of Edmonton, Alberta, or instead of either of the foregoing, _____ as the true and lawful attorney, proxy, agent and nominee ("Proxy") of the undersigned with full power of substitution, to attend, act and vote for and on behalf of the undersigned all of the common shares which the undersigned would be entitled to vote at the **Annual and Special Meeting of the Corporation to be held at The Westin Edmonton, Centennial Room, 10135-100 Street, Edmonton, Alberta, on Friday, May 8, 2009 at 1:00 p.m. (Edmonton time) and at any adjournment or adjournments thereof (the "Meeting")** and at every ballot that may take place in consequence thereof to the same extent and with the same powers as if the undersigned were personally present at the Meeting, with authority to vote at the said Proxy's discretion, except as otherwise specified below and without limiting the general authorization and power hereby given, the person named above is specifically directed as indicated below:

1. To elect the nominees proposed by management as directors for the ensuing year, namely:

	TO VOTE FOR	WITHHOLD FROM VOTING
Venence G. Côté	_____	_____
James S. Edwards	_____	_____
Roderick W. Graham	_____	_____
Harold A. Roozen	_____	_____
Allan S. Olson	_____	_____
David S. Sutherland	_____	_____
Leonard A. Cornez	_____	_____
Anthony (Tony) P. Franceschini	_____	_____

2. To vote FOR _____ or WITHHOLD FROM VOTING ON _____ the appointment of Ernst & Young LLP, Chartered Accountants, as the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration.
3. To vote FOR _____ or AGAINST _____ the re-approval of the Corporation's stock option plan, the details of which are disclosed in the enclosed Information Circular.

At the discretion of the Proxy, upon any permitted amendment or variation of the above matters or any other matter that may be properly brought before the said Meeting or any adjournment thereof in such manner as such Proxy, in his or her sole judgment, may determine.

The undersigned shareholder of the Corporation hereby ratifies and confirms all that the Proxy may do by virtue hereof.

ANY PROXIES HERETOFORE GIVEN WITH RESPECT TO THE UNDERSIGNED'S SHARES ARE HEREBY REVOKED. ANY SHAREHOLDER OR INTERMEDIARY WHO HAS SUBMITTED A PROXY MAY REVOKE IT BY AN INSTRUMENT IN WRITING SIGNED BY THE INTERMEDIARY OR SHAREHOLDER OR HIS ATTORNEY

AUTHORIZED IN WRITING, OR IF THE SHAREHOLDER IS A CORPORATION, EXECUTED UNDER ITS CORPORATE SEAL OR SIGNED BY A DULY AUTHORIZED OFFICER OR ATTORNEY FOR THE CORPORATION AND DELIVERED TO OLYMPIA TRUST COMPANY, 2300, 125 - 9TH AVENUE S.E., CALGARY, ALBERTA, T2G 0P6, ATTENTION: PROXY DEPARTMENT, NOT LATER THAN 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS) BEFORE THE TIME OF THE MEETING OR ON ANY ADJOURNMENT THEREOF AT WHICH THE PROXY IS TO BE USED.

THIS PROXY IS SOLICITED ON BEHALF OF THE MANAGEMENT OF ZCL COMPOSITES INC. THE SHARES REPRESENTED BY THIS PROXY SHALL BE VOTED AS DIRECTED IN THE SPACE PROVIDED ABOVE OR, IF NO DIRECTION IS GIVEN, SHALL BE VOTED IN FAVOUR OF THE ABOVE MATTERS.

EACH SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON, WHO NEED NOT BE A SHAREHOLDER OF THE CORPORATION, TO ATTEND AND TO ACT FOR THE SHAREHOLDER AND ON THE SHAREHOLDER'S BEHALF AT THE MEETING, OTHER THAN THE PERSONS DESIGNATED ABOVE. TO EXERCISE SUCH RIGHT, THE NAMES OF THE PERSONS DESIGNATED BY MANAGEMENT SHOULD BE CROSSED OUT AND THE NAME OF THE SHAREHOLDER'S APPOINTEE SHOULD BE LEGIBLY PRINTED IN THE BLANK SPACE PROVIDED.

DATED this _____ day of _____, 2009.

Signature of Shareholder

Name of Shareholder (Please Print)

Number of Shares

Notes:

1. This proxy must be dated and signed by the shareholder or his attorney or agent (please attach a copy of power of attorney or other supporting documents) in writing and the signature of the shareholder should be exactly the same as the name in which the shares are registered. If this proxy is not dated it shall be deemed to bear the date on which it is mailed to the shareholder by the Corporation.
2. Joint owners should each sign the form of proxy and if the shareholder is a corporation, signatures should be under the corporate seal of the corporation or it must be signed by an officer or attorney thereof duly authorized in writing and a copy of such authorization must accompany the form of proxy.
3. Persons signing as executors, administrators, trustees, etc. should so indicate and give their full title as such.
4. This proxy will not be valid and will not be acted upon or voted unless it is signed and delivered to Olympia Trust Company, 2300, 125 - 9th Avenue S.E., Calgary, Alberta, T2G 0P6, Attention: Proxy Department, not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment thereof.