

**ZCL COMPOSITES INC.**  
**1420 Parsons Road SW**  
**Edmonton, Alberta**  
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May 12, 2015

**VIA SEDAR**

British Columbia Securities Commission  
Alberta Securities Commission  
Saskatchewan Financial Services Commission  
Manitoba Securities Commission  
Ontario Securities Commission  
Autorité des marchés financiers  
New Brunswick Securities Commission  
Nova Scotia Securities Commission  
Prince Edward Island Securities Commission  
Securities Commission of Newfoundland & Labrador  
The Toronto Stock Exchange

Dear Sirs:

**Re: ZCL Composites Inc. - Report on Voting Results**

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In accordance with Section 11.3 of National Instrument 51-102 – Continuous Disclosure Obligations, this report briefly describes the matters voted upon and the outcome of the votes at the Annual and Special Meeting of Shareholders of ZCL Composites Inc. (the "**Corporation**") held on May 8, 2015.

<u>Business</u>	<u>Outcome of Vote</u>	<u>Percentage of Votes For</u>	<u>Percentage of Votes Withheld/Against</u>
1. Resolution electing:			
(i) Ronald M. Bachmeier;	Approved	99.8%	0.2%
(ii) D. Bruce Bentley;	Approved	99.8%	0.2%
(iii) Leonard A. Cornez;	Approved	99.8%	0.2%
(iv) Anthony Franceschini;	Approved	98.0%	2.0%
(v) Allan S. Olson;	Approved	99.8%	0.2%

<b>Business</b>	<b>Outcome of Vote</b>	<b>Percentage of Votes For</b>	<b>Percentage of Votes Withheld/Against</b>
(vi) Harold A. Roozen;	Approved	71.9%	28.1%
(vii) Ralph B. Young;	Approved	99.8%	0.2%
as directors of the Corporation as further described in the Corporation's management information circular dated March 17, 2015 (the " <b>Circular</b> ").			
2. Resolution appointing Ernst & Young LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year and authorizing the directors of the Corporation to fix their remuneration.	Approved	99.7%	0.3%
3. Resolution approving amendments to the Corporation's Stock Option Plan as further described in the Circular.	Approved	92.6%	7.4%