

**ZIM CORPORATION  
2018 ANNUAL MEETING OF SHAREHOLDERS  
PROXY**

The undersigned, revoking all previous proxies, hereby appoints Michael Cowpland, President and Chief Executive Officer of ZIM Corporation (the Company), or failing him, James Stechyson, Chairman of the board of directors of the Company, or such other alternative proxy holder as shall be designated by the aforesaid, OR INSTEAD OF ANY OF THE FOREGOING \_\_\_\_\_, as the nominee of the undersigned to attend and act for and in the name of the undersigned to vote all Common Shares of the Company, that the undersigned is entitled to vote if personally present **at the Annual Meeting of Shareholders (the "Annual Meeting") to be held on Thursday, September 27, 2018 at 1:30 p.m. (EST) at the Company's Headquarters at 150 Isabella Street, Suite 150, Ottawa, Ontario, K1S 1V7 and at any adjournment thereof**, upon the matters set forth in the accompanying Management Proxy Circular and upon such other matters as may properly come before the Annual Meeting.

**The securities represented by this proxy will be voted or withheld from voting, in accordance with the instructions of the undersigned shareholder, on any ballot that may be called for and, if the undersigned shareholder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly. If any amendments or variations to the matters referred to above or to any other matters identified in the notice of meeting are proposed at the meeting or any adjournment or adjournments thereof, or if any other matters which are not now known to management should properly come before the meeting or any adjournment or adjournments thereof, this proxy confers discretionary authority to vote on such amendments or variations or such other matters in accordance with the best judgment of the person voting the proxy.**

At present, Management knows of no other business which will come before the Annual Meeting.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSAL 1.**

1. Ratification of the selection of MNP LLP as the Company's independent auditors for the fiscal year ending March 31, 2019.

FOR                       AGAINST                       OBSTAIN

Mark here if your address has changed and provide us with your new address in the space provided below:

New Address: \_\_\_\_\_

Please mark, date and sign exactly as your name appears above and return in the enclosed envelope. If acting as executor, administrator, trustee, guardian, etc., you should so indicate when signing. If the signer is a corporation, please sign the full corporate name, by duly authorized officer. If the signer is a partnership, please sign the full partnership name, by the duly authorized person. If Common Shares are held jointly, each shareholder named should sign.

**NOTES:**

1. **In the event that no specification has been made with respect to the voting for or against or withholding from voting in the appointment of auditors the proxy nominees are instructed to vote the shares represented by this proxy for such matters.**
2. **If your Common Shares are held in a retirement savings plan or retirement income fund, you must contact the financial institution which acts as the trustee of the plan and cause them to execute the proxy form in order for such Common Shares to be represented and voted at the meeting.**
3. **This proxy form must be signed and dated by the shareholder or his or her attorney, as authorized in writing, or, if the shareholder is a corporation, by any officer or attorney thereof duly authorized. If the proxy form is not dated in the space provided it is deemed to bear the date on which it is mailed. This proxy ceases to be valid one year from its date.**

**THIS PROXY IS SOLICITED ON BEHALF OF THE MANAGEMENT OF THE COMPANY. A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OTHER THAN THE NOMINEES DESIGNATED ABOVE, TO ATTEND AND ACT ON HIS OR HER BEHALF AT THE MEETING AND MAY EXERCISE SUCH RIGHT BY INSERTING THE NAME OF HIS OR HER NOMINEE IN THE SPACE PROVIDED ABOVE FOR THAT PURPOSE.**

Dated: \_\_\_\_\_, 2018

\_\_\_\_\_  
Signature(s) of Shareholder(s)

\_\_\_\_\_  
Shareholder(s) Name(s) of

\_\_\_\_\_  
Title