



Shareowner Services
P.O. Box 64945
St. Paul, MN 55164-0945



**Vote by Internet, Telephone or Mail
24 Hours a Day, 7 Days a Week**

Your phone or Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.



INTERNET/MOBILE –
www.proxypush.com/ZIMCF
Use the Internet to vote your proxy until 11:59 p.m. (ET) on September 29, 2022.



PHONE – 1-866-883-3382
Use a touch-tone telephone to vote your proxy until 11:59 p.m. (ET) on September 29, 2022.



MAIL – Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

If you vote your proxy by Internet or by Telephone, you do NOT need to mail back your Proxy Card.

⇩ Please detach here ⇩

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” PROPOSALS 1, 2 AND 3.

1. Ratification of the discontinuance of the requirement for audited financial statements: For Against Abstain
2. Election of the following director nominees to serve for the following three years and until their successors are elected:

	FOR	AGAINST	ABSTAIN		FOR	AGAINST	ABSTAIN
01 Michael Cowpland:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	03 Steven Houck:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
02 James Stechyson:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	04 Donald Gibbs:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approve the amendment to the Company’s articles to consolidate its outstanding common shares on the basis of one post-consolidation common share for every two thousand pre-consolidation common shares. For Against Abstain

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 ON THE REVERSE FOR THAT PURPOSE.

Address Change? Mark box, sign, and indicate changes below:

Date _____



Signature(s) in Box

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.

ZIM CORPORATION
ANNUAL MEETING OF SHAREHOLDERS

Friday, September 30, 2022
10:00 am

ZIM Corporation
9C Maple Ridge Crescent
Ottawa, ON K2J 3L3
Canada



ZIM Corporation
9C Maple Ridge Crescent
Ottawa, ON K2J 3L3
Canada

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 virtually on Friday, September 30, 2022 at 10:00 a.m. (EST) 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. Said proxies are directed to vote or refrain from voting as checked on the reverse side upon the matters listed on the reverse side, and otherwise in their discretion.

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.

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.
4. Properly executed forms of proxy must be deposited no later than the close of business on the last business day preceding the meeting or any adjournment thereof, with the Company, 9C Maple Ridge Crescent, Ottawa, Ontario, Canada, K2J 3L3 Attention: John Chapman.

See reverse for voting instructions.