

**REPORT PURSUANT TO  
NATIONAL INSTRUMENT 62-103**

**A. The name and address of offeror:**

Arn Schoch  
1888 York Avenue  
Vancouver, British Columbia  
V6J 5H8

**B. The designation and number or principal amount of securities and the offeror's security holding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances:**

The Offeror has acquired ownership of 1,250,000 common shares (“**Common Shares**”) of ZTEST Electronics Inc. (“**ZTEST**”) and 625,000 share purchase warrants (“**Warrants**”) of ZTEST exercisable at \$0.10 per share until February 4, 2016. The 1,250,000 Common Shares represents 13.36% of the outstanding Common Shares of ZTEST and the 625,000 Warrants represent 25.00% of the outstanding Warrants of ZTEST.

A copy of the ZTEST press release issued on February 5, 2013 is attached hereto as Schedule “A”. A copy of the press release issued by the Offeror on February 5, 2013 is attached hereto as Schedule “B”.

**C. The designation and number or principal amount of securities and the offeror's security holding percentage in the class of securities immediately after the transaction or occurrence giving rise to the obligation to file the news release:**

The Offeror owns 1,250,000 Common Shares of ZTEST, representing 13.36% of the issued and outstanding Common Shares of ZTEST. The Offeror owns Warrants to acquire 625,000 Common Shares of ZTEST. If the Offeror were to exercise all of its Warrants, it would hold 1,875,000 Common Shares out of a partially diluted capital of 9,978,696 Common Shares (after giving effect to the exercise of its 625,000 Warrants) representing 18.79% of outstanding capital.

**D. The designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph (c) over which:**

**(i) the offeror, either alone or together with any joint actors, has ownership and control:**

See items B and C above.

- (ii.) **the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor:**

See items B and C above.

- (iii.) **the offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

See items B and C above.

- E. The name of the market wherein the transaction or occurrence that gave rise to the news release took place:**

The securities were issued pursuant to a private placement.

- F. The purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting of issuer:**

The Common Shares were acquired for investment purposes. The Offeror has advised that it has no present intention to either increase or decrease its holdings in ZTEST. Notwithstanding the foregoing, the Offeror has advised that it may increase or decrease its beneficial ownership, control or direction over Common Shares of ZTEST through market transactions, private agreements, exercise of warrants, other treasury issuances or otherwise.

- G. The general nature and the material terms of any agreement, other than lending arrangements, with respect to the securities of the reporting issuer entered into by the Offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to this report, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities:**

Not applicable.

- H. The names of any joint actors in connection with the disclosure set out in this Form:**

Not applicable.

- I. In the case of a transaction or occurrence that did not take place on a stock exchange or**

**other market that represents a published market for the securities, including an issuance from treasury, the nature and value of the consideration paid by the offeror:**

The 1,250,000 Common Shares and 625,000 Warrants acquired by the Offeror were acquired pursuant to a private placement transaction which was completed on February 4, 2013 at a price of \$0.08 per unit.

**J. If applicable, a description of any change in any material fact set out in a previous report by the offeror under the early warning requirements or Part 4 of National Instrument 62-103 in respect of the reporting issuer's securities:**

Not applicable.

**DATED** the 6<sup>th</sup> day of February, 2013.

*"Arn Schoch"*

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**ARN SCHOCH**

**ZTEST ELECTRONICS INC.  
523 McNICOLL AVENUE  
NORTH YORK, ONTARIO  
M2H 2C9**

**PRESS RELEASE  
FOR IMMEDIATE RELEASE**

**ZTEST ANNOUNCES PRIVATE PLACEMENT**

NORTH YORK, February 5, 2013 - ZTEST Electronics Inc. (the “**Company**”) (TSXV - “**ZTE**”) wishes to announce that, further to its press release of December 20, 2012, it has placed 2,200,000 units at \$0.08 per unit for gross proceeds of \$176,000 (the “**Offering**”). Each unit is comprised of one (1) common share and one-half (½) of a share purchase warrant with each full share purchase warrant entitling the holder to acquire a common share of the Company at \$0.10 for three (3) years following closing. ZTEST paid a cash finders fee of \$10,560 in respect of the Offering. The securities issued are legended and restricted from trading until June 5, 2013. The funds raised in the Offering will be used for working capital.

About ZTEST Electronics Inc.

ZTEST Electronics Inc., thru its wholly owned subsidiary Permotech Electronics Corp. (“Permotech”), offers Electronic Manufacturing Services (EMS) to a wide range of customers. Permotech’s offering includes Materials Management, Printed Circuit Board (PCB) Assembly, Testing and Design services. Permotech operates from a 20,000 square foot, ISO 9001:2008 certified facility in North York, Ontario, Canada. The company serves customers in the Medical, Power, Computer, Telecommunication, Wireless, Industrial and Consumer Electronics markets requiring high quality, quick-turn, small and medium size production runs.

For more information contact:

Ted Drzazga, CEO  
(416) 297-5155  
email: [info@ztest.com](mailto:info@ztest.com)

*Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

**PRESS RELEASE  
FOR IMMEDIATE RELEASE**

**ARN SCHOCH ACQUIRES SECURITIES OF ZTEST ELECTRONICS INC.**

VANCOUVER, February 6, 2013 – Arn Schoch announces that on February 4, 2013 he acquired ownership of 1,250,000 common shares of ZTEST Electronics Inc. (“**ZTEST**”), representing 13.36% of the current issued and outstanding common shares of ZTEST, and 625,000 common share purchase warrants (the “**Warrants**”) of ZTEST. Each Warrant entitles Mr. Schoch to acquire one additional common share at a price of \$0.10 until February 4, 2016. In the event that the Warrants are fully exercised, these holdings would represent approximately 18.79% of the total issued and outstanding common shares of ZTEST as of February 4, 2013, calculated on a partially diluted basis assuming the exercise of the Warrants only.

This transaction was made for investment purposes and Mr. Schoch could increase or decrease his investment in ZTEST depending on market conditions or any other relevant factor.

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