

ZTEST ELECTRONICS INC.

523 McNicoll Avenue
North York, ON M2H 2C9

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of Shareholders (the “**Meeting**”) of ZTEST Electronics Inc. (“**ZTEST**” or the “**Corporation**”) will be held at the offices of the Corporation at **523 McNicoll Avenue, North York, Ontario, M2H 2C9, at the hour of 1:00 o'clock in the afternoon (Toronto time), on Tuesday, the 10th day of December, 2013**, for the following purposes:

1. to elect the directors as nominated by Management;
2. to appoint MNP LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
3. to increase the number of shares reserved under the Corporation’s Stock Option Plan by 1,512,231 shares;
4. to amend the Corporation’s Stock Option Plan;
5. to confirm the new general By-Law Number 1-B of the Corporation; and
6. to transact such further and other business as may properly come before the said Meeting or any adjournment of adjournments thereof.

A copy of the Management Information Circular (the “**Circular**”), the Audited Financial Statements of the Corporation for the years ended June 30, 2013 and 2012 and June 30, 2012 and 2011 and the Management Discussion and Analysis for the years ended June 30, 2013 and June 30, 2012 accompany this Notice of Meeting.

Shareholders entitled to vote who do not expect to be present at the Meeting are urged to date, sign and return the form of Proxy or voting instruction form delivered to them with the Notice-and-Access Notification (defined below).

NOTICE-AND-ACCESS

Notice is also hereby given that ZTEST has decided to use the notice-and-access method of delivery of meeting materials for the 2013 Annual General and Special Meeting of Shareholders. The notice-and-access method of delivery of meeting materials allows the Corporation to deliver the meeting materials over the internet in accordance with the notice-and-access rules adopted by the Ontario Securities Commission under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Under the notice-and-access system, shareholders still receive a proxy or voting instruction form (as applicable) enabling them to vote at the Meeting. However, instead of a paper copy of the Circular, the annual financial statements and related management’s discussion and analysis and other meeting materials (collectively the “**Meeting Materials**”), shareholders receive a notification (the “**Notice-and-Access Notification**”) with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing materials to shareholders. **Shareholders are reminded to view the Meeting Materials prior to voting.**

Websites Where Meeting Materials Are Posted:

Meeting Materials can be viewed online under the Corporation's profile at www.sedar.com or on the Corporation's website at www.ztest.com.

How to Obtain Paper Copies of the Meeting Materials

Registered holders or non-registered holders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on the Corporation's website. In order to receive a paper copy of the Meeting Materials or if you have questions concerning Notice-and-Access, please call Equity Financial Trust Company toll free at 1-866-393-4891 in North America or 416-361-0152 (outside North America).

Requests should be received by 1:00 p.m. on Friday, November 29, 2013 in order to receive the Meeting Materials in advance of the Meeting.

RECORD DATE AND PROXY DELIVERY DATE

The Board of Directors of the Corporation has, by resolution, fixed the close of business on October 28, 2013 as the Record Date, being the date for determination of the registered holders of Common Shares entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof.

The Board of Directors of the Corporation has, by resolution, fixed the hour of 1:00 p.m. in the afternoon (Toronto time) on Friday, December 6, 2013, being not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, preceding the day of the Meeting, or any adjournment thereof, as the time before which the instrument of proxy to be used at the Meeting must be deposited with the Transfer Agent of the Corporation, Equity Financial Trust Company, Suite 300, 200 University Avenue, Toronto, Ontario, M5H 4H1, provided that a proxy may be delivered to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time for voting to revoke a proxy previously delivered in accordance with the foregoing.

Shareholders entitled to vote who do not expect to be present at the Meeting are urged to date, sign and return the form of proxy or voting instruction form delivered to them with the Notice-and-Access Notification.

DATED the 28th day of October, 2013.

**BY ORDER OF THE
BOARD OF DIRECTORS**

"Wojciech Drzazga"

WOJCIECH (TED) DRZAZGA
Chief Executive Officer