

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

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

J T Risty Limited  
167B Jean Marie Road, RR1  
Rosseau, Ontario P0C 1J0

**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 1,000,000 common shares ("**Common Shares**") of ZTEST Electronics Inc. ("**ZTEST**") and 500,000 share purchase warrants ("**Warrants**") exercisable at \$0.10 per share until March 24, 2016. The 1,000,000 Common Shares represents 14.16% of the outstanding Common Shares of ZTEST and the 500,000 Warrants represent 55.56% of the outstanding Warrants of ZTEST.

A copy of ZTEST's press release issued on March 25, 2011 is attached hereto as Schedule "A".

**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 1,745,790 Common Shares of ZTEST, representing 24.72% of the issued and outstanding Common Shares of ZTEST. The Offeror owns Warrants to acquire 500,000 Common Shares of ZTEST. If the Offeror were to exercise all of its Warrants, it would hold 2,245,790 Common Shares out of a partially diluted capital of 7,562,488 Common Shares (after giving effect to the exercise of its 500,000 Warrants) representing 29.70% 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 1,000,000 Common Shares acquired by the Offeror were acquired pursuant to a private placement transaction which was completed on March 24, 2011 at a price of \$0.075 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 26<sup>th</sup> day of March, 2011.

**J T RISTY LIMITED**

*"Margaret Magor"*

Per: \_\_\_\_\_  
A.S.O.