

**ZTEST ELECTRONICS INC.**

**523 McNicoll Avenue  
North York, Ontario  
M2H 2C9**

**VIA SEDAR**

Ontario Securities Commission  
19th Floor, 20 Queen Street West  
Toronto, Ontario M5H 3S8  
Attention: Continuous Disclosure

British Columbia Securities Commission  
12<sup>th</sup> Floor, Pacific Centre, 701 W. Georgia St.  
Vancouver, B.C. V7Y 1L2  
Attention: Continuous Disclosure

Alberta Securities Commission  
#600, 250 – 5<sup>th</sup> Street SW  
Calgary, Alberta, T2P 0R4  
Attention: Continuous Disclosure

TSX Venture Exchange  
3<sup>rd</sup> Floor, 130 King Street West  
Toronto, Ontario M5X 1E5  
Attention: Market Operations

Dear Sirs/Mesdames:

**RE: Material Change Report**

1. The name of the Reporting Issuer is **ZTEST Electronics Inc.** (“**ZTEST**” or the “**Corporation**”) whose principal office is at 523 McNicoll Avenue, North York, Ontario, Canada, M2H 2C9.
2. The material change occurred on March 24, 2011.
3. A Press Release was published at Toronto on March 25, 2011 on the Marketwire - TSX Venture Disclosure Wire.
4. ZTEST announced it closed its unit private placement for proceeds of \$135,000.
5. The Corporation placed 1,800,000 working capital units (each a “**Unit**”) of the Corporation at a price of \$0.075 per Unit with each Unit consisting of one (1) common share and one-half (½) of a common share purchase warrant (each full share purchase warrant, a “**Warrant**”). Each Warrant entitles the holder to purchase one (1) common share of the Corporation at an exercise price of \$0.10 until March 24, 2016. The Corporation paid a finder’s fee in the amount of \$4,200 pursuant to this private placement. The securities issued under this private placement are subject to a hold period ending July 25, 2011.

J T Risty Limited (“**Risty**”), an insider of the Corporation, acquired 1,000,000 Units, Ted Drzazga, President and Chief Executive Officer and a director of the Corporation, acquired 300,000 Units, and William R. Johnstone, Corporate Secretary of the Corporation, acquired 100,000 Units, for total gross proceeds of \$105,000.

The following table indicates the Units purchased by Insiders, the post closing direct and indirect holdings in ZTEST held and the percentage the holding represents in the

post-closing outstanding shares:

<b>Names of Insiders</b>	<b># of Securities Purchased (Direct Ownership, Indirect Ownership or Control or Direction)</b>	<b>Post-closing Direct &amp; Indirect Holdings in the Issuer</b>	<b>% of Post-Closing Outstanding Shares <sup>(1)</sup></b>
Ted Drzazga	300,000 Units	411,377 Common Shares 150,000 Warrants 150,000 Options <sup>(3)</sup>	9.66% <sup>(2)</sup>
William R. Johnstone	100,000 Units	142,571 Common Shares 50,000 Warrants 100,000 Options	4.06% <sup>(4)</sup>
J T Risty Limited	1,000,000 Units	1,745,790 Common Shares 500,000 Warrants	29.70% <sup>(5)</sup>

- (1) Calculated based on partially-diluted outstanding capital for the holder including Warrants issued on this transaction to the holder and assuming the exercise of all warrants and options held by such holder.
- (2) A decrease of 1.20% from the Material Change Report filed on February 18, 2011.
- (3) As a result of 12:1 consolidation, the insider holders 25,000 stock options exercisable at \$2.04 until June 27, 2011. Given the certainty that these options will not be exercised, they have been excluded from the calculation.
- (4) A decrease of 0.24% from the Material Change Report filed on February 18, 2011.
- (5) A decrease of 1.65% from the Material Change Report filed on February 18, 2011.

Risty's transaction is exempt from the valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 ("MI61-101") by virtue of the exemptions contain in section 5.5(c) and 5.7(1) (b) of MI 61-101 in that the fair market value of the consideration for the securities of the Corporation to be issued to the insider is not more than \$2,500,000. Shareholder approval was obtained on March 11, 2010 for Risty to increase its ownership level above 20%.

The insider private placements are exempt from the valuation and minority shareholder approval requirements of MI61-101 by virtue of the exemptions contain in section 5.5(a) and 5.7(1)(a) of MI 61-101 in that the fair market value of the consideration for the securities of the Corporation to be issued to insiders does not exceed 25% of its market capitalization. The insider private placements were approved by the disinterested directors of ZTEST.

The proceeds from the Offering will be used for working capital.

6. This report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3)

of National Instrument 51-102.

7. No information has been omitted because it is believed it should remain confidential.
8. For further information, please contact Mr. Ted Drzazga, Tel. #: (416) 297-5155 or Email: info@ztest.com.
9. The foregoing accurately discloses the material changes referred to herein.

**DATED** at Toronto, Ontario this 30<sup>th</sup> day of March, 2011.

**ZTEST ELECTRONICS INC.**

*“William R. Johnstone”*

Per: \_\_\_\_\_  
WILLIAM R. JOHNSTONE  
Corporate Secretary