

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

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of ZTEST Electronics Inc. (the "**Corporation**") will be held at **523 McNicoll Avenue, North York, Ontario, M5H 2C9, at the hour of 1:00 o'clock in the afternoon (Toronto time), on Thursday, the 16th day of June, 2011**, for the following purposes:

1. to elect directors as nominated by Management;
2. to appoint MSCM LLP, Chartered Accountants, as auditors of the Corporation and to authorize the directors to fix their remuneration; and
3. to transact such further or other business as may properly come before the said Meeting or any adjournment or adjournments thereof.

A copy of an Information Circular, a Supplemental Mailing List Reply Form, a form of Proxy, the Audited Financial Statements of the Corporation for the years ended June 30, 2010 and 2009 and the Management Discussion and Analysis for the year ended June 30, 2010 and a return envelope 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 enclosed form of proxy. Refer to "Notes" on reverse.

DATED the 16th day of May, 2011.

**BY ORDER OF THE
BOARD OF DIRECTORS**

"Wojciech Drzazga"

WOJCIECH DRZAZGA
Chief Executive Officer

NOTES:

- (1) As provided in the Business Corporations Act (Ontario) shareholders registered on the books of the Corporation at the close of business on May 16, 2011 are entitled to notice of the meeting.
- (2) Shareholders registered on the books of the Corporation at the close of business on May 16, 2011 are entitled to vote at the meeting.
- (3) The directors have fixed the hour of 4:00 p.m. in the afternoon on the last business day 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, 200 University Avenue, Suite 400, 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.