

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

PROXY

PROXY, SOLICITED BY THE MANAGEMENT OF THE CORPORATION, for the Annual General Meeting of Shareholders to be held on Thursday, June 16th, 2011. The undersigned Shareholder of ZTEST Electronics Inc., (the "Corporation") hereby appoints **WOJCIECH DRZAZGA**, or failing him, **JOHN PERREAULT** or **instead of either of them, _____** as proxy, with power of substitution, to attend and vote for the undersigned at the Annual General Meeting of Shareholders of the Corporation to 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,** and at any adjournments thereof, and without limiting the general authorization and power hereby given, the persons named above are specifically directed to vote as follows:

- | | | | |
|----|----------|-----|---------------------------------|
| 1. | FOR | () | Election of the directors as |
| | WITHHOLD | () | nominated by Management; |
| | | | |
| 2. | FOR | () | Appointment of MSCM, Chartered |
| | WITHHOLD | () | Accountants, as the auditors of |
| | | | the Corporation for the ensuing |
| | | | year and authorization for the |
| | | | directors to fix their |
| | | | remuneration; and |
| | | | |
| 3. | | | On such other matters as may |
| | | | come properly before the |
| | | | meeting. |

TO BE VALID, THIS PROXY MUST BE RECEIVED BY THE CORPORATION, OR ITS AGENT, EQUITY FINANCIAL TRUST COMPANY, 200 UNIVERSITY AVENUE, SUITE 400, TORONTO, ONTARIO, M5H 4H1, NOT LATER THAN 4:00 P.M., TORONTO TIME, ON THE 15TH DAY OF JUNE, 2011. ATTENTION PROXY DEPARTMENT: FAX (416) 361-0470.

This proxy revokes and supersedes all proxies of earlier date.

THIS PROXY MUST BE DATED.

DATED this day of , 2011.

Name of Shareholder (Please Print)

Signature of Shareholder

Number of Shares Held
(SEE NOTES ON REVERSE)

NOTES

1. The shares represented by this proxy instrument will be voted. The proxy confers authority for the above named to vote in his discretion with respect to amendments or variations to the matters identified in the Notice of Meeting accompanying the proxy instrument or other matters which may properly come before the meeting.
2. **Each shareholder has the right to appoint a person to represent him at the meeting other than the persons specified above. Such right may be exercised by inserting the name of the person to be appointed, who need not be a shareholder of the Corporation, in the blank space provided.**
3. Please sign exactly as your name appears on the back of the proxy and date the proxy. If the shareholder is a corporation, the proxy must be executed under its corporate seal by an officer or attorney thereof duly authorized.
4. If the form of proxy is not dated in the space provided, it is deemed to bear the date of its mailing to the shareholders of the Corporation.
5. If the shareholder appoints the persons designated above as his proxy to attend and act at the said meeting:
 - (a) the shares represented by the proxy will be voted in accordance with the instructions of the shareholder on any ballot that may be called for;
 - (b) where the shareholder specifies a choice in the proxy with respect to any matter to be acted upon, the shares represented by the proxy shall be voted accordingly; and
 - (c) **IF NO CHOICE IS SPECIFIED WITH RESPECT TO THE MATTERS IDENTIFIED IN ITEMS NO. 1 AND 2 ABOVE, THE PROXY WILL BE VOTED FOR SUCH MATTERS.**