

**CERTIFICATE**

**TO: ONTARIO SECURITIES COMMISSION**

**AND TO: BRITISH COLUMBIA SECURITIES COMMISSION**

**AND TO: ALBERTA SECURITIES COMMISSION**

**RE: Abridgement of time prescribed by Subsection 2.2(1) and 2.5(1) in accordance with Section 2.20 of National Instrument 54-101 - Communication with Beneficial Owners of Securities of a Reporting Issuer**

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The undersigned, being the Corporate Secretary of ZTEST Electronics Inc. (the “**Corporation**”), hereby certifies for and on behalf of the Corporation and not in his personal capacity, that (i) the Corporation is relying on section 2.20 of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (the “**Instrument**”) pertaining to the abridgement of the time periods prescribed by subsections 2.2(1) and 2.5(1) of the Instrument; and (ii) the requirements set forth in section 2.20 have been complied with, and, specifically:

- (a) the Corporation has arranged to have all proxy-related materials for the annual general meeting of shareholders of the Corporation to be held December 9, 2014 (the “**Meeting**”) sent in compliance with the applicable timing requirements in sections 2.9 and 2.12 of the Instrument to all beneficial owners of the Corporation; and
- (b) the Corporation has elected to use notice-and-access for the Meeting, the record date for notice was filed at least 40 days before the date of the Meeting and sends the notification of the meeting and record dates under section 2.2 was sent at least 3 business days before the record date the notice; and
- (c) the Corporation has arranged to carry out in connection with the Meeting all the requirements of the Instrument in addition to those described in paragraphs (a) and (b) above; and
- (d) the Corporation is relying upon section 2.20 of the Instrument in connection with the abridgement of certain of the time periods specified in the Instrument in respect of the Meeting.

The terms “beneficial owner” and “proxy-related materials” as used in this Certificate shall have the respective meanings ascribed thereto in the Instrument.

**DATED** this 5<sup>th</sup> day of November, 2014.

**ZTEST ELECTRONICS INC.**

By: “*William R. Johnstone*”

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**William R. Johnstone**  
**Corporate Secretary**