

ZTEST Electronics Inc.
Unaudited Condensed Interim Consolidated Financial Statements
March 31, 2020
(Stated in Canadian Dollars)

Notice To Reader

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the unaudited condensed interim consolidated financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

These unaudited condensed interim consolidated financial statements were approved by the Board of Directors on May 27, 2020. They have not been reviewed by the Company's auditors.

The accompanying unaudited condensed interim consolidated financial statements have been prepared by and are the responsibility of management. These condensed interim consolidated financial statements are presented on the accrual basis of accounting and accordingly, a precise determination of many assets and liabilities is dependent upon future events. Where necessary, management has made informed judgments and estimates in accounting for these assets and liabilities and for transactions which were not complete at the end of the reporting period. Recognizing that the Company is responsible for both the integrity and objectivity of the financial statements, management is satisfied that these unaudited condensed interim consolidated financial statements have been fairly presented.

ZTEST Electronics Inc.**Unaudited Condensed Interim Consolidated Statements of Financial Position**

(Stated in Canadian Dollars)

March 31, 2020

	Mar. 31 2020	June 30 2019
Assets		
Current assets		
Cash	\$ 65,090	\$ 66,628
Accounts receivable	509,900	591,575
Inventories (note 4)	663,575	636,894
Prepaid expenses	15,384	7,960
	1,253,949	1,303,057
Equipment (note 5)	224,032	258,976
Right-of-use asset (note 3)	137,798	-
Investments (note 6)	690,371	737,640
Lease deposit (note 3)	-	35,000
	\$ 2,306,150	\$ 2,334,673
Liabilities		
Current liabilities		
Bank operating loan (note 7)	\$ 115,000	\$ 150,000
Accounts payable and accrued liabilities (note 10)	784,669	857,322
Customer deposits	25,000	-
Current portion of lease liability (note 3)	104,985	-
Current portion of long-term debt (note 8)	-	3,291
	1,029,654	1,010,613
Shareholders' equity		
Share capital (note 9)	23,613,546	23,394,174
Warrants (note 9)	222,959	182,956
Contributed surplus (note 9)	1,533,373	1,533,373
Deficit	(24,093,382)	(23,786,443)
	1,276,496	1,324,060
	\$ 2,306,150	\$ 2,334,673

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements.

Approved by the Board:

Signed: "Steve Smith"

Director

Signed: "K. Michael Guerreiro"

Director

ZTEST Electronics Inc.**Unaudited Condensed Interim Consolidated Statements of Changes in Equity**

(Stated in Canadian Dollars)

March 31, 2020

	Share Capital	Warrants	Contributed Surplus	Deficit	Total
Balance, June 30, 2018	\$ 23,215,877	\$ 137,470	\$ 1,531,134	\$ (23,442,258)	\$ 1,442,223
Stock options exercised	27,426	-	(12,426)	-	15,000
Private placements	150,871	60,151	-	-	211,022
Warrants expired	-	(14,665)	14,665	-	-
Net loss for the period	-	-	-	(332,801)	(332,800)
Balance, March 31, 2019	23,394,174	182,956	1,533,373	(23,775,059)	1,335,444
Net loss for the period	-	-	-	(11,384)	(11,384)
Balance, June 30, 2019	23,394,174	182,956	1,533,373	(23,786,443)	1,324,060
Shares for debt	153,450	-	-	-	153,450
Private placement	65,922	40,003	-	-	105,925
Net loss for the period	-	-	-	(306,939)	(306,939)
Balance, March 31, 2020	\$ 23,613,546	\$ 222,959	\$ 1,533,373	\$ (24,093,382)	\$ 1,276,496

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements.

ZTEST Electronics Inc.**Unaudited Condensed Interim Consolidated Statements of Comprehensive (Loss) Income**

(Stated in Canadian Dollars)

March 31, 2020

	Three months ended		Nine months ended	
	2020	2019	2020	2019
Product sales	\$ 1,102,355	\$ 1,065,043	\$ 2,811,761	\$ 3,129,365
Cost of product sales (note 4)	757,560	808,222	1,994,076	2,308,856
	344,795	256,821	817,685	820,509
Expenses				
Selling, general and administrative (note 11)	336,238	350,000	1,035,427	1,068,163
Interest expense - long term	-	247	5	1,143
Interest expense - lease liability (note 3)	1,608	-	5,894	-
Interest expense - other	1,826	2,607	5,207	7,582
Finance fees (note 10)	5,171	4,811	12,292	13,774
Depreciation of equipment	1,223	1,249	3,465	3,689
Foreign exchange loss (gain)	11,920	(25)	15,069	5,761
	357,986	358,889	1,077,359	1,100,112
Loss before miscellaneous income and income taxes	(13,191)	(102,068)	(259,674)	(279,603)
Equity in loss of Conversance Inc. (note 6)	(11,003)	(19,504)	(47,269)	(47,491)
Equity in loss of Twenty49 Ltd.	-	(5,707)	-	(5,707)
Miscellaneous income	-	-	4	-
Loss before provision for income taxes	(24,194)	(127,279)	(306,939)	(332,801)
Provision for income taxes	-	-	-	-
Net loss and comprehensive loss for the period	\$ (24,194)	\$ (127,279)	\$ (306,939)	\$ (332,801)
Net loss per share				
Basic	\$ (0.00)	\$ (0.01)	\$ (0.01)	\$ (0.02)
Fully diluted	\$ (0.00)	\$ (0.01)	\$ (0.01)	\$ (0.02)
Weighted average shares outstanding				
Basic	21,746,652	20,990,363	21,316,456	20,475,375
Fully diluted	21,746,652	20,990,363	21,316,456	20,475,375

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements.

ZTEST Electronics Inc.**Unaudited Condensed Interim Consolidated Statements of Cash Flows**

(Stated in Canadian Dollars)

March 31, 2020

	Three months ended		Nine months ended	
	2020	2019	2020	2019
Cash flow from operating activities				
Net loss for the period	\$ (24,194)	\$ (127,279)	\$ (306,939)	\$ (332,801)
Items not involving cash				
Depreciation of equipment	13,114	16,009	39,083	47,969
Depreciation of right of use assets	25,700	-	77,099	-
Imputed interest on lease liability	1,608	-	5,894	-
Equity in loss of Conversance Inc.	11,003	19,504	47,269	47,491
Equity in loss of Twenty49 Ltd.	-	(5,707)	-	(5,707)
Changes in non-cash working capital items:				
Accounts receivable	(175,268)	54,807	81,675	38,969
Inventories	(22,272)	(207,542)	(26,681)	(261,980)
Prepaid expenses	1,875	(5,044)	(7,424)	(1,931)
Accounts payable and accrued liabilities	144,778	154,920	80,797	377,227
Customer deposits	9,556	27,642	25,000	12,681
	(14,100)	(61,276)	15,773	(66,668)
Cash flow from investing activities				
Purchase of equipment	(1,369)	-	(4,139)	(1,942)
Acquisition of investment	-	(112,000)	-	(112,000)
	(1,369)	(112,000)	(4,139)	(113,942)
Cash flow from financing activities				
Net (repayment) proceeds of bank operating loan	(25,000)	(20,000)	(35,000)	60,000
Repayment of long-term debt	-	(9,873)	(3,291)	(29,619)
Repayment of lease liability	(26,935)	-	(80,806)	-
Issuance of common shares	105,925	92,913	105,925	226,023
	53,990	63,040	(13,172)	256,404
Increase (decrease) in cash	38,521	(110,236)	(1,538)	75,794
Cash (deficiency), beginning of period	26,569	138,656	66,628	(47,374)
Cash, end of period	\$ 65,090	\$ 28,420	\$ 65,090	\$ 28,420

Supplemental Disclosure of Cash Flow Information:

During the period the Company had cash flows arising from interest and income taxes paid as follows:

Cash paid for interest	\$ 1,821	\$ 2,887	\$ 5,218	\$ 8,775
Cash paid for income taxes	\$ -	\$ -	\$ -	\$ -

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements.

ZTEST Electronics Inc.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

(Stated in Canadian Dollars)

March 31, 2020

1. Business of the Company

ZTEST Electronics Inc. (the Company) amalgamated under the laws of Ontario and carries on business at 523 McNicoll Avenue, Toronto, Ontario designing, developing, and assembling printed circuit boards and other electronic equipment. The Company's shares trade on the Canadian Securities Exchange (CSE) under the symbol "ZTE".

2. Significant Accounting Policies

Statement of compliance

The Company has prepared these unaudited condensed interim financial statements in accordance with IAS 34, *Interim Financial Reporting*, employing all of the same accounting policies and methods of computation as disclosed in the annual financial statements as at June 30, 2019 with the exception of the changes arising from the adoption of IFRS 16 Leases (*note 3*), with a date of initial application of July 1, 2019.

The notes to these unaudited condensed interim consolidated financial statements are intended to provide a description of events and transactions that are significant to an understanding of the changes in the Company's financial position and performance since June 30, 2019. Certain disclosures that appear in the annual financial statements have not been reproduced in these unaudited condensed interim consolidated financial statements and, in this regard only, these unaudited condensed interim financial statements do not conform in all respects to the requirements of IFRS for annual consolidated financial statements. Accordingly, these unaudited condensed interim consolidated financial statements should only be read in conjunction with the annual financial statements as at June 30, 2019.

These unaudited condensed interim consolidated financial statements were authorized for issuance by the Board of Directors of the Company on May 27, 2020.

Basis of presentation and going concern considerations

These unaudited condensed interim consolidated financial statements have been prepared on a historical cost basis using the accrual basis of accounting, except for cash flow information, and in accordance with IFRS applicable to a going concern. Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due. If the going concern assumption were not appropriate for these unaudited condensed interim consolidated financial statements then adjustments would be necessary in the carrying values of assets and liabilities, the reported revenues and expenses, and the statement of financial position classifications used.

Basis of consolidation

These unaudited condensed interim consolidated financial statements include the accounts of the Company as well as the following subsidiaries' assets and liabilities and the revenues and expenses arising, subsequent to the date of acquisition:

Permatech Electronics Corporation (PEC)	- 100% owned
Twenty49 Ltd	- 100% owned
Northern Cross Minerals Inc.	- 66.7% owned (inactive)

Significant accounting judgments and estimates

The preparation of these unaudited condensed interim consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual outcomes could differ from these estimates. These unaudited condensed interim consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the unaudited condensed interim consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and also in future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions, and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

ZTEST Electronics Inc.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

(Stated in Canadian Dollars)

March 31, 2020

2. Significant Accounting Policies - continued

Significant accounting judgments and estimates - continued

Significant estimates and judgments include, but are not limited to, the assessment of the Company as a going concern, recoverability of inventory, the inputs used in applying the Black-Scholes valuation model, and the recognition and valuation of deferred tax amounts.

Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its non-financial assets with finite lives to determine whether there is any indication that those assets have suffered an impairment loss. The Company has assessed the assets of all its operating entities and has determined that there is no impairment of its non-financial assets.

Segment disclosure

The Company has a single location and operating segment. Accordingly, all revenues are generated in Canada and all assets are located in Canada.

3. Changes in Accounting Policies

The Company's accounting policies typically change only when there is a change in IFRS. Effective July 1, 2019 the Company adopted IFRS 16, Leases which eliminates the classification of leases as either operating leases or finance leases and provides a single lessee accounting model, specifying how leases are recognized, measured, presented, and disclosed.

The Company occupies its operating facility under a lease that, requires monthly lease payments of \$8,979 until expiry March 2021. A refundable deposit of \$35,000 was paid at the inception of the lease. This lease was previously classified as an operating lease in accordance with IAS 17, with the lease deposit reported as an asset, lease payments charged to net income as occupancy costs, and disclosure of the remaining lease payments as a commitment. The Company adopted IFRS 16 using the modified retrospective approach where comparative amounts are not restated.

Upon adoption of IFRS 16, the Company recognized a lease liability and a right-of-use asset. The lease liability was initially recorded at the present value of the remaining lease payments, discounted using the Company's incremental borrowing rate which was determined to be prime plus 1.75% or 5.7%. The lease liability was subsequently reduced by the lease payments paid and interest, imputed at the discount rate, was added to the obligation. The right-of-use asset was initially recorded at cost, determined to be equal to the present value of the remaining lease payments plus the deposit paid at the inception of the lease. Subsequent to initial recording, the right-of-use asset is measured using the cost model where cost is reduced by any accumulated depreciation and any accumulated impairment losses and is adjusted for any remeasurement of the lease liability. Depreciation is calculated on a straight-line basis over the remaining term of the lease and charged to net income as an element of occupancy costs. There have been no impairment losses and no remeasurement of the lease liability.

Right-of-use asset

Cost recognized upon adoption of IFRS 16	\$ 214,897
Depreciation recorded as an element of occupancy costs (<i>note 11</i>)	(77,099)
Balance at March 31, 2020	\$ 137,798

Lease liability

Present value of lease payments remaining upon adoption of IFRS 16	\$ 179,897
Lease payments paid during period	(80,806)
Interest imputed at 5.7%	5,894
Balance at March 31, 2020	104,985
Less current portion	(104,985)
Balance at March 31, 2020	\$ -

ZTEST Electronics Inc.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

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4. Inventories

The carrying value of inventory is comprised of:

	Mar. 31 2020	June 30 2019
Raw materials and supplies ⁽¹⁾	\$ 619,768	\$ 609,921
Work in process	33,388	22,615
Finished goods	10,419	4,358
	\$ 663,575	\$ 636,894

⁽¹⁾ Raw materials and supplies is presented net of provisions for obsolete and/or slow moving items in the amount of \$25,824 (June 30, 2019 - \$25,413).

Inventory utilization during the period was as follows:

	Mar. 31 2020	Mar. 31 2019
Raw materials and supplies used	\$ 1,315,132	\$ 1,572,247
Labour costs	568,977	590,675
Depreciation	35,618	44,280
Other costs	91,184	130,743
Net change in finished goods and work in process	(16,835)	(29,089)
Cost of product sales	\$ 1,994,076	\$ 2,308,856

5. Equipment

	Computer Equipment	Office Equipment	Manufacturing Equipment	Leasehold Improvements	Total
Cost:					
Balance, June 30, 2018	\$ 183,106	\$ 71,277	\$ 2,594,244	\$ 84,143	2,932,770
Additions	1,942	-	-	-	1,942
Balance, March 31, 2019	185,048	71,277	2,594,244	84,143	2,934,712
Additions	-	-	-	-	-
Balance, June 30, 2019	185,048	71,277	2,594,244	84,143	2,934,712
Additions	1,369	-	2,770	-	4,139
Balance, March 31, 2020	\$ 186,417	\$ 71,277	\$ 2,597,014	\$ 84,143	\$ 2,938,851
Accumulated Depreciation:					
Balance, June 30, 2018	\$ (176,685)	\$ (69,983)	\$ (2,298,302)	\$ (66,788)	\$ (2,611,758)
Depreciation	(1,649)	(194)	(44,391)	(1,735)	(47,969)
Balance, March 31, 2019	(178,334)	(70,177)	(2,342,693)	(68,523)	(2,659,727)
Depreciation	(568)	(65)	(14,797)	(579)	(16,009)
Balance, June 30, 2019	(178,902)	(70,242)	(2,357,490)	(69,102)	(2,675,736)
Depreciation	(1,486)	(155)	(35,707)	(1,735)	(39,083)
Balance, March 31, 2019	\$ (180,388)	\$ (70,397)	\$ (2,393,197)	\$ (70,837)	\$ (2,714,819)
Carrying Amounts:					
June 30, 2018	\$ 6,421	\$ 1,294	\$ 295,942	\$ 17,355	\$ 321,012
March 31, 2019	\$ 6,714	\$ 1,100	\$ 251,551	\$ 15,620	\$ 274,985
June 30, 2019	\$ 6,146	\$ 1,035	\$ 236,754	\$ 15,041	\$ 258,976
March 31, 2020	\$ 6,029	\$ 880	\$ 203,817	\$ 13,306	\$ 224,032

ZTEST Electronics Inc.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

(Stated in Canadian Dollars)

March 31, 2020

6. Investments

The Company holds a non-controlling interest in Conversance Inc., a private Canadian technology company. The shares of Conversance Inc. are subject to a hold period and, unless permitted under securities legislation, the shares may not be traded before the date that is four months and a day after the issuer becomes a reporting issuer in any province or territory.

Conversance Inc. is engaged in the development of its proprietary technology and has not yet produced any revenues. The timing of such revenues, if any, is not currently determinable.

The Company has determined that as at March 31, 2020, and June 30, 2019, there had been no loss event and accordingly no test for impairment was completed.

	Mar. 31 2020	June 30 2019
155,000 Class A common shares representing a 15.05% interest	\$ 294,562	\$ 294,562
Impairment provision	(294,562)	(294,562)
62,500 Class A common shares representing a 4.86% interest	330,450	330,450
78,750 Class A common shares representing a 5.38% interest	504,750	504,750
Investment representing a 25.29% interest (June 30, 2019 ó 25.29%)	835,200	835,200
Equity in post-acquisition loss	(144,829)	(97,560)
Aggregate investment	\$ 690,371	\$ 737,640

7. Bank operating loan

	Mar. 31 2020	June 30 2019
Line of credit, which can be drawn to a maximum of \$250,000, bears interest at the TD Bank prime lending rate plus 2.5%, is due upon demand, and is secured by a general security agreement covering the assets of PEC.	\$ 115,000	\$ 150,000

8. Long-Term Debt

	Mar. 31 2020	June 30 2019
Term loan bearing interest at the TD Bank prime lending rate plus 1.75% matured July 2019.	\$ -	\$ 3,291
Less current portion	-	3,291
	\$ -	\$ -

9. Share Capital

Authorized:

Unlimited Common shares

Unlimited Preferred shares in one or more series.

Issued:

	Mar. 31 2020	June 30 2019
Common shares	\$ 23,613,546	\$ 23,394,174

ZTEST Electronics Inc.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

(Stated in Canadian Dollars)

March 31, 2020

9. Share Capital - continued

Common shares	Number of Shares ⁽¹⁾	Amount
Balance June 30, 2018	20,173,696	\$ 23,215,877
Exercise of stock options	150,000	27,426
Private placement ⁽²⁾	780,000	150,871
Balance March 31, 2019 and June 30, 2019	21,103,696	23,394,174
Shares issued in settlement of debt ⁽³⁾	1,023,000	153,450
Private placement ⁽⁴⁾	750,000	65,922
Balance March 31, 2020	22,803,696	\$ 23,613,546

⁽¹⁾ Following the 2013 conversion of Class A Special Shares to common shares, 8,246 common shares remain reserved to be issued if and when the remaining Class A shareholders identify themselves to the Company.

⁽²⁾ The Company completed a private placement, through two closings, whereby an aggregate of 780,000 working capital units were issued for gross proceeds of \$234,000. In the first closing 440,000 units were issued for gross proceeds of \$132,000 and in the second 340,000 units were issued for gross proceeds of \$102,000. Each unit consisted of one common share and one-half common share purchase warrant. Each full common share purchase warrant entitles the holder to acquire one additional common share of the Company at a price of \$0.40 until eighteen months following the closing date. Through the two closings the Company paid aggregate finders' fees of \$11,760, incurred other costs of \$11,218, attributed a value of \$51,176 to the common share purchase warrants, and issued 39,200 broker warrants valued at \$8,975. Each broker warrant entitles the holder to acquire one common share of the Company for \$0.30 until eighteen months following the closing date.

⁽³⁾ The Company entered into agreements with its Chief Executive Officer and a former Director to settle the amounts due to them as at December 31, 2019 with common shares. Accordingly, the Company issued 1,023,000 common shares, valued at \$0.15 per share, in settlement of debts aggregating \$153,450 (*note 10*).

⁽⁴⁾ The Company completed a private placement whereby an aggregate of 750,000 working capital units were issued for gross proceeds of \$112,500. Each unit consisted of one common share and one common share purchase warrant. Each common share purchase warrant entitles the holder to acquire one additional common share of the Company at a price of \$0.25 until twelve months following the closing date. The Company paid finders' fees of \$1,575, incurred other costs of \$5,000, attributed a value of \$38,756 to the common share purchase warrants, and issued 10,500 broker warrants valued at \$1,247. Each broker warrant entitles the holder to acquire one common share of the Company for \$0.15 until twelve months following the closing date.

Details of warrants outstanding:

	Number of Warrants	Amount
Balance June 30, 2018	3,256,250	\$ 137,470
Warrants issued via private placement	390,000	51,176
Broker warrants issued via private placement	39,200	8,975
Warrants expired	(43,750)	(14,665)
Balance March 31, 2019 and June 30, 2019	3,641,700	182,956
Warrants issued via private placement	750,000	38,756
Broker warrants issued via private placement	10,500	1,247
Balance March 31, 2020	4,402,200	\$ 222,959

ZTEST Electronics Inc.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

(Stated in Canadian Dollars)

March 31, 2020

9. Share Capital - continued

	Number of Warrants	Exercise Price	Expiry Date
Issued Dec. 15, 2016	2,900,000	\$ 0.06	Dec. 15, 2021
Issued Jan. 30, 2018 ⁽¹⁾	312,500	\$ 0.40	Jan. 31, 2021
Issued Dec. 28, 2018	220,000	\$ 0.40	June 28, 2020
Issued Dec. 28, 2018	23,800	\$ 0.30	June 28, 2020
Issued Jan. 31, 2019	170,000	\$ 0.40	July 31, 2020
Issued Jan. 31, 2019	15,400	\$ 0.30	July 31, 2020
Issued Feb. 28, 2020	750,000	\$ 0.25	Feb. 28, 2021
Issued Feb. 28, 2020	10,500	\$ 0.15	Feb. 28, 2021

⁽¹⁾ During the reporting period the Company received exchange approval to amend the terms of these warrants to reduce the exercise price from \$1.10 to \$0.40 and to extend the expiry from January 31, 2020 to the earlier of January 31, 2021, and the date that is thirty seven days after the tenth consecutive trading day for which the closing price for the Company's shares is at least \$0.40.

	Number of Warrants	Weighted Average Price per Warrant	Weighted Average Expiry Date
Beginning of period	3,641,700	\$ 0.19	Aug. 16, 2021
Issued during the period	760,500	\$ 0.25	Feb. 28, 2021
Warrants altered during the period	(312,500)	\$ 1.10	Jan. 31, 2020
Warrants altered during the period	312,500	\$ 0.40	Jan. 31, 2021
End of period	4,402,200	\$ 0.15	Aug. 13, 2021

The following weighted average assumptions were used to calculate the fair value of warrants issued:

	Mar. 31 2020	June 30 2019
Dividend yield	Nil	Nil
Risk free interest rate (%)	1.27	1.76 to 1.84
Expected stock volatility (%)	119.88	116.25 to 116.52
Expected life (years)	1.0	1.5

Details of options outstanding:

	Common Shares Under Option	Number of Options Vested	Exercise Price	Expiry Date
Granted Mar. 3, 2016	400,000 ⁽¹⁾	400,000	\$ 0.05	Mar. 3, 2021
Granted December 21, 2016	50,000	50,000	\$ 0.15	Dec. 21, 2021
Granted January 12, 2018	200,000 ⁽²⁾	200,000	\$ 0.95	Jul. 17, 2020
Granted January 12, 2018	350,000 ⁽¹⁾	350,000	\$ 0.95	Jan. 12, 2023

⁽¹⁾ Directors and/or Officers of the Company hold these options.

⁽²⁾ In accordance with the terms of these options, the expiry date has been amended to be six months from the date of resignation of the former Director that holds them.

	Common Shares Under Option	Weighted Average Price per Option	Weighted Average Expiry Date
Balance, beginning of the period	1,200,000	\$ 0.52	Oct 12, 2021
Expired during the period	(200,000)	\$ 0.35	Jul. 9, 2019
Expiry date reduced during the period	(200,000)	\$ 0.95	Jan. 12, 2023
Expiry date reduced during the period	200,000	\$ 0.95	Jul. 17, 2020
End of period	1,200,000	\$ 0.55	Sep. 25, 2021

ZTEST Electronics Inc.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

(Stated in Canadian Dollars)

March 31, 2020

9. Share Capital - continued

No stock options were granted during the period ended March 31, 2020 or during the year ended June 30, 2019.

Share based payment transactions and contributed surplus

The Company has a stock option plan. The aggregate number of common shares reserved for issuance under this plan cannot exceed 20% of the aggregate number of common shares of the Company that are issued and outstanding. The Company has granted options for the purchase of common shares to employees, directors, officers and other service providers. The fair values of stock options granted have been determined using the Black-Scholes model and are added to contributed surplus as follows:

	Mar. 31 2020	June 30 2019
Contributed surplus, beginning of period	\$ 1,533,373	\$ 1,531,134
Stock options exercised	-	(12,426)
Warrants expired	-	14,655
Contributed surplus, end of period	\$ 1,533,373	\$ 1,533,373

10. Related Party Transactions

The Company had transactions during the period with key management personnel and with 1114377 Ontario Inc., a company controlled by the spouse of a director of Permtech Electronics Corporation.

All expenses and period end balances with related parties are at exchange amounts established and agreed to by the related parties. All transactions with related parties are in the normal course of operations and have been carried out on the same terms as those accorded to unrelated parties.

	Mar. 31 2020	Mar. 31 2019
Employee and consultant compensation	\$ 341,554	\$ 370,413
Professional fees	31,705	38,675
Financing fees	12,292	13,774
Legal fees included as share issuance costs	5,000	10,318
	\$ 390,551	\$ 433,180
Stock-based compensation	\$ -	\$ -

During the period, \$153,450 owing to related parties was settled through the issuance of 1,023,000 common shares of the Company. As at March 31, 2020 \$333,497 (June 30, 2019 - \$352,759) was payable to these related parties and included in accounts payable and accrued liabilities.

11. Selling, general and administrative expenses

Selling, general and administrative expenses are comprised of the following amounts:

	Mar. 31 2020	Mar. 31 2019
Employee and consultant compensation (note 10)	\$ 710,137	\$ 735,174
Occupancy costs (note 3)	203,920	193,551
Professional fees (note 10)	51,066	49,676
Shareholder services	12,227	21,838
Insurance	24,670	23,809
Other	33,407	44,115
	\$ 1,035,427	\$ 1,068,163

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12. Income Taxes

Deferred Tax

The following table summarizes the components of deferred tax:

	Mar. 31 2020	June 30 2019
Deferred tax assets:		
Non-capital losses carried forward	\$ 11,978	\$ 8,450
Deferred tax liabilities:		
Temporary timing differences	(11,978)	(8,450)
Net deferred tax liabilities	\$ -	\$ -

Unrecognized Deferred Tax Assets

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

	Mar. 31 2020	June 30 2019
Inventory	\$ 25,824	\$ 25,413
Share issuance costs	59,953	53,378
Property, plant and equipment	46,498	46,409
Resource related expenditures	349,050	349,050
Scientific research and experimental development	1,050,618	1,050,618
Net capital loss carry-forwards	2,107,516	2,068,522
Non-capital loss carry-forwards	15,592,989	15,592,989

Share issue costs expire from 2021 to 2024 and non-capital loss carry-forwards expire from 2027 to 2039. The remaining deductible temporary differences may be carried forward indefinitely but net capital loss carry-forwards can only be used to reduce capital gains. Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the group can utilize the benefits therefrom.

13. Capital disclosures

The Company's objective when managing capital is to ensure its ability to meet operating commitments as they become due and to provide return for shareholders. This is achieved by continuously monitoring actual and projected cash flows and making adjustments to capital as necessary. Except for the repayment terms associated with long-term debt instruments, there are no externally imposed capital requirements.

Management includes the following items in its definition of capital:

	Mar. 31 2020	June 30 2019
Long-term debt	\$ -	\$ 3,291
Share Capital	23,613,546	23,394,174
Warrants	222,959	182,956
Contributed surplus	1,533,373	1,533,373
Deficit	(24,093,382)	(23,786,443)
Net capital under management	\$ 1,276,496	\$ 1,327,351

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14. Financial risk factors

The Company is exposed in varying degrees to the following financial instrument related risks:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is in its accounts receivable. To help mitigate this risk, management actively manages and monitors its receivables and obtains pre-payments where warranted. It has been determined that all outstanding amounts are collectible. No bad debts were recognized during the periods ended March 31, 2020 or March 31, 2019.

Concentration of credit risk

Concentration of credit risk arises when one or more customers, defined as a major customer, individually account for 10% or more of the Company's revenues during a reporting period. During the nine-month period ended March 31, 2020 the Company had two major customers who represented 19% and 17% of total revenues. In the comparative period, there were two major customers which represented 15% and 11% of revenues. Amounts due from major customers represented 13% of accounts receivable at March 31, 2020 (Mar. 31, 2019 - 10%). The loss of a major customer, or significant curtailment of purchases by such customer, could have a material adverse effect on the Company's results of operations and financial condition. The Company monitors the relationship with all customers closely and ensures that every customer is subject to the same risk management criteria.

Liquidity risk

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. At March 31, 2020 the Company had current financial assets of \$574,990 (June 30, 2019 - \$591,575) available to settle current financial liabilities of \$1,029,654 (June 30, 2019 - \$943,985). The Company manages its liquidity risk through the management of its capital (*note 13*) which incorporates the continuous monitoring of actual and projected cash flows to ensure that it has sufficient liquidity to meet its operating commitments without incurring unacceptable losses or risking damage to the Company's reputation.

Market risks

The Company is exposed to interest rate risk due a bank operating loan that has a floating interest rate as well as currency risk related to accounts receivable, accounts payable, customer deposits, and nominal amounts of cash, prepaid expenses, and customer deposits denominated in US dollars. Market risks give rise to the potential for future cash flows to fluctuate because of changes in interest rates or foreign exchange rates. Market risks are closely monitored and attempts are made to match foreign cash inflows and outflows. During the current period the Company reported a foreign exchange loss in the amount of \$15,069 (Mar. 31, 2019 a loss of \$5,761).

Sensitivity to market risks

At March 31, 2020, the Company had:

- A bank operating loan in the amount of \$115,000 (June 30, 2019 - \$150,000) which bears interest predicated upon the TD Bank prime lending rate. Based upon the current amount due on the operating loan, a 1% increase in the TD Bank prime lending rate, as at the financial reporting date, would result in additional interest expense of \$1,150 over the next 12 month period.
- US\$16,982 (June 30, 2019 a US\$74,831) included in accounts receivable. A 10% increase in the value of the Canadian dollar relative to the US dollar would result in a reduction of \$725 in future cash inflow.
- US\$117,347 (June 30, 2019 a US\$155,987) included in accounts payable. A 10% decrease in the value of the Canadian dollar relative to the US dollar would result in an increase of \$4,975 in future cash outflow.

Based upon observations of recent market trends management believes that each of these outcomes is possible.

15. COVID-19 and related subsequent events

On January 30, 2020 the World Health Organization (WHO) declared COVID-19 a global health emergency and on March 11, 2020 they declared it a pandemic. These WHO declarations were soon followed by announcements of numerous restrictions by domestic and international governments affecting the way people could interact and how business was conducted.

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15. COVID-19 and related subsequent events - continued

As a contract manufacturer, the Company met the Ontario definition of an essential business thus allowing it to continue operations. The Company encouraged certain personnel to work from home and took steps to facilitate physical distancing and other safety measures for those for whom working from home was not feasible. To the date of the release of these unaudited condensed consolidated financial statements, none of the Company's personnel, including its subsidiaries and investee company, have tested positive for COVID-19.

The health and safety of our personnel is our top priority however continuing to operate free of COVID-19 infections does not ensure that there will be no related implications to the business. The present and future economic effects of COVID-19 cannot be accurately determined or predicted at this time. This includes the potential impact the pandemic may have on the Company's suppliers and customers as well as the market risks described in note 14. Although these potential effects cannot be quantified, the Company anticipates that COVID-19 could have an adverse impact on its business, results of operations, financial position and cash flows in 2020.

In an effort to help mitigate the uncertainty created by the COVID-19 pandemic, the Company has availed itself of related subsidies made available to it by the Canadian Federal government. Subsequent to the balance sheet date, the Company applied for subsidy under the Canada Emergency Business Account (CEBA) and the Canada Emergency Wage Subsidy (CEWS). The Company has obtained CEBA benefit in the form of a \$40,000 loan which is interest free, and requires no repayment prior to December 31, 2022. The Company also obtained CEWS benefit in the amount of \$53,852. The company will continue to monitor all government subsidies and will make application wherever it satisfies the eligibility criteria..