

**ZTEST ELECTRONICS INC.**  
523 McNicoll Avenue  
North York, ON M2H 2C9

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the Annual General and Special Meeting of Shareholders (the “**Meeting**”) of ZTEST Electronics Inc. (“**ZTEST**” or the “**Corporation**”) will be held at **the offices of Gardiner Roberts LLP, Bay Adelaide Centre-East Tower, 22 Adelaide Street West, Suite 3600, Toronto, Ontario, M5H 4E3, in the Islands Boardroom at the hour of 2:00 o'clock in the afternoon (Toronto time), on Thursday, the 11<sup>th</sup> day of July, 2024,** for the following purposes:

1. to elect the directors as nominated by Management;
2. to appoint Kreston GTA LLP, Chartered Professional Accountants, as auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration;
3. to adopt the new 10% rolling Stock Option Plan (the “**2024 Plan**”); and
4. to transact such further and other business as may properly come before the said Meeting or any adjournment of adjournments thereof.

A copy of the Management Information Circular (the “**Circular**”), the Audited Financial Statements of the Corporation for the years ended June 30, 2023 and 2022 and June 30, 2022 and 2021 (the “**Annual Financial Statements**”) and the Corporation’s management discussion and analysis for the years ended June 30, 2023 and June 30, 2022 (the “**Annual MD&A**”) 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 form of Proxy or voting instruction form delivered to them with the Notice-and-Access Notification (defined below).

**NOTICE-AND-ACCESS**

Notice is also hereby given that ZTEST has decided to use the notice-and-access method of delivery of meeting materials for the Annual General Meeting of Shareholders. The notice-and-access method of delivery of meeting materials allows the Corporation to deliver the meeting materials over the internet in accordance with the notice-and-access rules adopted by the Ontario Securities Commission under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Under the notice-and-access system, shareholders still receive a proxy or voting instruction form (as applicable) enabling them to vote at the Meeting. However, instead of a paper copy of the Circular, the annual financial statements and related management’s discussion and analysis and other meeting materials (collectively the “**Meeting Materials**”), shareholders receive a notification (the “**Notice-and-Access Notification**”) with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce

the cost of printing and mailing materials to shareholders. **Shareholders are reminded to view the Meeting Materials prior to voting.**

**Websites Where Meeting Materials Are Posted:**

Meeting Materials can be viewed online under the Corporation's profile at [www.sedarplus.com](http://www.sedarplus.com) or on <https://docs.tsxtrust.com/2088>.

**How to Obtain Paper Copies of the Meeting Materials**

Registered holders or non-registered holders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on the Corporation's website. In order to receive a paper copy of the Meeting Materials or if you have questions concerning Notice-and-Access, please call TSX Trust toll free at 1-866-600-5869 or email TSX Trust at [tsxtis@tmx.com](mailto:tsxtis@tmx.com).

**Requests should be received by Tuesday, July 2, 2024 in order to receive the Meeting Materials in advance of the proxy deposit date and Meeting.**

**RECORD DATE AND PROXY DELIVERY DATE**

The Board of Directors of the Corporation has, by resolution, fixed the close of business on May 28, 2024 as the Record Date, being the date for determination of the registered holders of Common Shares entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof.

The Board of Directors of the Corporation has, by resolution, fixed the hour of 2:00 p.m. in the afternoon (Toronto time) on Tuesday, July 9, 2024, being not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, 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, TSX Trust Company, Suite 301, 100 Adelaide Street West, 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 to revoke a proxy previously delivered in accordance with the foregoing.

**Shareholders entitled to vote who do not expect to be present at the Meeting are urged to date, sign and return the form of proxy or voting instruction form delivered to them with the Notice-and-Access Notification.**

**DATED** the 28<sup>th</sup> day of May, 2024.

**BY ORDER OF THE  
BOARD OF DIRECTORS**

*"Steve Smith"*

**STEVE SMITH**  
Chief Executive Officer