

JOHNSTONE & COMPANY

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February 14, 2001

FILED VIA SEDAR

Ontario Securities Commission
19th Floor, 20 Queen Street West
Toronto, Ontario M5H 3S8

British Columbia Securities Commission
Suite 1100, 865 Hornby Street
Vancouver, B.C. V6Z 2H4

Attention: Continuous Disclosure

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Alberta Securities Commission
10025 Jasper Avenue
Edmonton, Alberta
T5J 3Z5

Canadian Venture Exchange
Suite 600, 6th Floor
130 King Street West
Toronto, Ontario M5X 1J2

Attention: Continuous Disclosure

Attention: Market Operations

Dear Sirs/Mesdames:

RE: ZTEST Electronics Inc. ("ZTEST")
Issuer Profile No.: 5515
File No. 1067

Enclosed please find a Material Change Report of ZTEST dated February 14, 2001 filed through SEDAR. I also enclose \$80.00 to cover the filing fee required by the Ontario Securities Commission.

Yours very truly,

JOHNSTONE & COMPANY

"Vivian Louie"

Per: Vivian Louie
Law Clerk

cc: ZTEST Electronics Inc. - Via Telecopier Only - (905) 238-1377 **(with enclosure)**

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