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

VIA SEDAR

Ontario Securities Commission
19th Floor, 20 Queen Street West
Toronto, Ontario M5H 3S8
Attention: Continuous Disclosure

British Columbia Securities Commission
12th Floor, Pacific Centre, 701 W. Georgia St.
Vancouver, B.C. V7Y 1L2
Attention: Continuous Disclosure

Alberta Securities Commission
10025 Jasper Avenue
Edmonton, Alberta T5J 3Z5
Attention: Continuous Disclosure

Canadian Venture Exchange
3rd Floor, 130 King Street West
Toronto, Ontario M5X 1E5
Attention: Market Operations

Dear Sirs/Mesdames:

RE: Material Change Report
Ontario Securities Act. Sec. 75 (2)

1. The name of the Reporting Issuer is **ZTEST Electronics Inc.** ("ZTEST" or the "Company") whose principal office is at 523 McNicoll Avenue, North York, Ontario, Canada M2H 2C9.

2. The material changes occurred on March 28, 2002, April 1, 2002 and April 3, 2002.

3. Press Releases were published at Toronto on the BCE Emergis e-News Services - Canadian Ventures Exchange Disclosure Wires on April 2, 2002 and April 3, 2002.

4. On April 2, 2002, ZTEST announced that further to its press release dated February 28, 2002, the Company had settled a total of $91,106 of outstanding bona fide debt on the issuance of 379,607 common shares priced at $0.24 per share with three arm's-length creditors and that the shares issued would be legended and restricted from trading until March 28, 2003.

   On April 2, 2002, ZTEST also announced that it had renewed its Investor Relations contract with Alphus Inc. for a further period of 12 months commencing April 1, 2002 and that Alphus Inc. would receive a fee of $2,500 a month and was to be granted 120,000 stock options exercisable at $0.21 per share for a period of three years.

   On April 3, 2002, ZTEST announced two (2) proposed financings.

5. Proposed Financings

   ZTEST it is offering up to $400,000 in Convertible Debentures to arm's length parties. The Debentures will bear interest at the rate of 8 % per annum payable monthly in arrears and will have a two (2) year term. Each Debenture will be convertible into Units of ZTEST on the basis of one (1) Unit for each $0.16 of principal amount converted. Each Unit will consist of one (1) common share of ZTEST priced at $0.16 per share and one (1) share purchase warrant exercisable at a price of $0.18 until the second anniversary of the issuance of the debenture. ZTEST has agreed to pay a finder's fee of 6% payable in cash in respect of the placement of these debentures to an arm's-length party.

In addition, ZTEST is negotiating to place a $250,000 term loan bearing interest at the rate of 9.25% per annum payable monthly in arrears with a term of three (3) years. ZTEST is offering, as a bonus to the lenders, warrants to acquire up to 550,000 common shares of ZTEST at a price of $0.18 per share for a period of two (2) years.

The terms of both financings are subject to the approval of the Canadian Venture Exchange.

The funds from these financings will be used to provide working capital for ZTEST and to purchase additional equipment for ZTEST's wholly-owned subsidiary, Permatech Electronics Corporation ("Permatech"). Permatech has recently acquired pick-and-place machinery capable of placing advanced electronic components, such as widely used in new products Ball Grid Array (BGA) and micro BGA. This new round of equipment addition will maximise the output of currently operated machines. It will also enhance Permatech's ability to verify placement of BGA components by using sophisticated x-ray equipment not easily accessible to the small and medium size customers.

6. This report is <u>not</u> being filed on a confidential basis in reliance on subsection 75(3) of the Ontario Securities Act.

7. No information has been omitted because it is believed it should remain confidential.

8. For further information, please contact Ms. Flora Wood and Mr. Philip Williams, Investor Relations, Tel. #: (416) 323-3888 or Email: info@ztest.com.

9. The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario this 4th day of April, 2002.

"William R. Johnstone"

WILLIAM R. JOHNSTONE
Secretary

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