



**ZTEST ELECTRONICS INC.
523 McNICOLL AVENUE
NORTH YORK, ONTARIO
M2H 2C9**

**PRESS RELEASE
FOR IMMEDIATE RELEASE**

**ZTEST ANNOUNCES CLOSING OF FINAL TRANCHE OF PRIVATE PLACEMENT
OFFERING AND AMENDMENT OF LOI WITH TWENTY49 LTD.**

NORTH YORK, January 30, 2019 - ZTEST Electronics Inc. (“**ZTEST**” or the “**Company**”) (CSE - “**ZTE**”) is pleased to announce that it will be closing the final tranche of its non-brokered private placement (the “**Offering**”), announced on December 17, 2018 and December 27, 2018, with the sale of 340,000 working capital units (“**Units**”) at \$0.30 per Unit for gross proceeds of \$102,000 on January 31, 2019.

Each Unit consists of one (1) common share and one half (0.5) of a common share purchase warrant. Each full warrant entitles the holder to acquire an additional common share of the Company at \$0.40 for eighteen (18) months from closing. Eligible Finders will be paid \$4,620 and be issued 15,400 broker warrants. Each broker warrant entitles the holder to acquire one (1) common share of ZTEST at \$0.30 for eighteen (18) months from closing. All securities issued pursuant to the final tranche of the Offering will be subject to a statutory hold period expiring on June 1, 2019.

The proceeds of the Offering will be used for working capital and to invest in Twenty49 Ltd (“**Twenty49**”), based in Waterloo, Ontario, and operating in the US through its wholly-owned subsidiary as disclosed in the December 17, 2018 Press Release. A new Letter of Intent (the “**New LOI**”) has been signed to replace the one announced on December 17, 2018. Pursuant to the New LOI, the Company will invest **\$112,000** CDN (the “**Subscription Price**”) to acquire approximately 5,600,000 Founder shares, representing not less than 30.27% of the current issued and outstanding voting securities of Twenty49 Ltd., and 8,200,000 Founder Warrants exercisable at \$0.025 CDN per share, or \$205,000 in total, on or before May 31, 2019 (the “**Founder Warrants**”). A subsequent round of financing will be completed by Twenty49 on or before May 31, 2019 and if the Company chooses to exercise the Founder Warrants, it will hold not less than 34.84% of the voting securities of Twenty49 Ltd. after giving effect to the subsequent round of financing. The payment of the Subscription Price will be conditional upon, among other things, delivery of a detailed use of proceeds for the Subscription Price, upon ZTE raising financing by way of a private placement of at least \$200,000 (the “**Financing**”), which condition will be satisfied with the completion of the final tranche of the Offering, and upon execution of a subscription agreement containing customary terms and conditions for transactions of this nature (the “**Subscription Agreement**”). The Company will have until February 8, 2019 to completed its due diligence and it is anticipated that the Subscription Agreement will be executed and the Subscription Price paid by February 15, 2019 but in any event the transaction must be completed no later than March 15, 2019.

ZTEST

An insider of the Company subscribed for 70,000 Units of the Offering. The insider private placement is exempt from the valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 (“MI 61-101”) by virtue of the exemptions contained in sections 5.5(a) and 5.7(1) (a) of MI 61-101 in that the fair market value of the consideration for the securities of the Company issued to the insider did not exceed 25% of its market capitalization.

About ZTEST Electronics Inc.

ZTEST Electronics Inc., through its wholly owned subsidiary Permotech Electronics Corp. (“Permotech”), offers Electronic Manufacturing Services (EMS) to a wide range of customers. Permotech’s offering includes Materials Management, Printed Circuit Board (PCB) Assembly, Testing and Design services. Permotech operates from a 20,000 square foot, ISO 9001:2015 certified facility in North York, Ontario, Canada. The company serves customers in the Medical, Power, Computer, Telecommunications, Wireless, Industrial and Consumer Electronics markets requiring high quality, quick-turnaround, small and medium size production runs. ZTEST also holds a 25.29% equity interest in Conversance Inc. (“Conversance”). ZTEST has entered into a non-binding letter of intent to invest \$293,200 in Twenty49 in exchange for a 27.14% equity ownership interest in Twenty49.

About Conversance Inc.

Conversance, a private company based in Waterloo, Ont., founded by Mr. Chen, is focused on developing and marketing proprietary artificial-intelligence supported distributed ledger technologies. Mr. Chen is an electrical engineer with a strong background in radio frequency, digital signal processing, VLSI (very-large-scale integration), complex systems, chemistry and physics. Mr. Chen joined Research in Motion (now BlackBerry) in 1999, becoming a senior member of the office of the chief technology officer, where he was instrumental in many of BlackBerry’s key telephony innovations and patents. While at BlackBerry, the office of the CTO first began looking into blockchain in 2008.

About Twenty49 Technologies Inc.

Twenty49, based in Waterloo, Ont., and founded by David Hwang, is focused on providing a suite of technologies that enable Cannabis entities to boost operational efficiencies and increase revenues. Mr. Hwang is a physicist by training with a wide-ranging background including startup CEO (with several successful exits mostly in the Hospitality space), Hedge Fund Quant, and Cannabis entrepreneur. Mr. Hwang will be leveraging his data monetization experience in hospitality technology and simply applying these past learnings to the nascent Cannabis vertical. Mr. Hwang is a sought-after speaker on the subject of data monetization (TEDx Raleigh, BigDataTech Talks, etc.) and has received several honors including; RSPA Most Innovative Solution Award, Big Data Innovation Summit (Finalist).

For more information contact:

Z-TEST

Steve Smith, CEO
(604) 837-3751
email: stevesmith15@shaw.ca

The CSE has neither approved nor disapproved the contents of this press release. The CSE does not accept responsibility for the adequacy or accuracy of this release.