

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Reporting Issuer**

NanoStruck Technologies Inc. (the "Company")  
2660 Meadowvale Blvd., Suite 6B  
Mississauga, ON L5N 6M6

**Item 2: Date of Material Change**

November 4, 2013.

**Item 3: News Release**

A news release was issued and disseminated on November 6, 2013 through TheNewsWire and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company announced the restructuring of its executive management team to support its business growth plans. The restructuring will not result in additional personnel or expenses for the Company.

**Item 5: Full Description of Material Change**

Former Chief Financial Officer, Alfredo Albi has taken on the new role of Chief Operating Officer (COO) to better utilize his operational experience. Mr. Albi has more than 25 years experience in operations and finance with several multinational companies. Mr. Albi will be responsible for supply chain management and delivery. Prior to joining NanoStruck, Mr. Albi served as a CFO for Meditech International Inc., a world leader in the field of laser medicine and as the Vice President for CiRBA Inc., a privately owned software technology company. He is a member of the Certified General Accountants Association of Ontario.

Rajeev Agarwal has been appointed Chief Financial Officer (CFO) of the Company. Mr. Agarwal has more than 20 years of professional and managerial experience in his field. He will lead the Company's finance, treasury, legal, human resources and will be responsible for all strategic financing activities, reporting, internal controls etc. Prior to joining NanoStruck, Mr. Agarwal was a CFO at Eastnets, a global provider of compliance and payment solutions and a CFO for OceanLake Commerce Inc. that was then listed on Canada's TSX Venture Exchange. He is a member of the Certified General Accountants Association of Ontario and holds a CPA from Delaware (USA). In addition, he is qualified as a Chartered Accountant in India.

Raj Kurichh has assumed the role of Chief Marketing Officer (CMO) of the Company. Mr. Kurichh is a long-standing entrepreneur who brings more than 15 years combined experience in marketing, business development, investor relations, sales and management. In his expanded role, Mr. Kurichh will be responsible for investor relations, marketing activities and social media. Prior to joining NanoStruck, he was the founder of Power Factor 30 Canada; a company that helps consumers manage their energy consumption. In addition, he was an advisor for new franchisees across Eastern Canada at DirectBuy Inc., the largest franchiser of members-only consumer buying centers in North America.

**Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7: Omitted Information**

None.

**Item 8: Executive Officer**

For further information, please contact:

Raj Kurichh, Chief Marketing Officer at (905) 813-0900

**Item 9: Date of Report**

November 6, 2013.