

**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 22, 2013.

**Item 3: News Release**

A news release was issued and disseminated on November 22, 2013 through TheNewsWire and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company announced the appointment of Mr. Somail S. Bains as the Chair of the NanoStruck Advisory Board effective immediately. The Company is establishing an Advisory Board of eminent individuals to assist with science, technology, governance and business development.

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

The Company announced the appointment of Mr. Somail S. Bains as the Chair of the NanoStruck Advisory Board effective immediately. The Company is establishing an Advisory Board of eminent individuals to assist with science, technology, governance and business development.

Mr. Bains has extensive experience in business transformation, finance, risk management consultative sales, and offering development. He is also a certified lean six-sigma black belt.

Mr. Bains has spent the last 20+ years at Xerox Corporation in a wide range of assignments across the corporation. He began his career in manufacturing and quickly moved to product strategy, controllership roles, pricing operation, and global program management.

In his role at Xerox, Mr. Bains successfully implemented many process improvement initiatives for Xerox and its clients over the years. Mr. Bains has successfully resolved several complex service implementations with the development of a benchmark worldwide risk management process. This process is being used across the corporation today. As a result, Mr. Bains has significant experience in profitability improvement and risk management of large-scale client outsourced operations.

Currently, Mr. Bains is a director of bid operations at Xerox where his team focuses on strategic sales to Fortune 1000 clients.

Mr. Bains holds a Bachelor of Science in Chemistry from Duke University and an MBA from Rochester Institute of Technology.

Bundeep Singh Rangar, interim CEO and Chairman of the Board said: "We are pleased to bring Mr. Bains on board and believe that his credentials and expertise in the commercialization of new technologies will be a real asset to the Company."

**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 22, 2013.