

**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**

January 24, 2014

**Item 3: News Release**

A news release was issued and disseminated on January 24, 2014 through Stockwatch and Market News and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company announced that Rocky Bellotti has resigned as a member of the board of directors of the Company. The Company wishes Mr. Bellotti the best in his future endeavors.

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

The Company announced that Rocky Bellotti has resigned as a member of the board of directors of the Company. The Company wishes Mr. Bellotti the best in his future endeavors.

The Board is currently looking to replace him with another individual with significant experience in the mining sector.

**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**

January 30, 2014.