

**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**

February 7, 2014

**Item 3: News Release**

A news release was issued and disseminated on February 7, 2014 through Business Wire and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company announced testing of its mine tailings treatment techniques and preliminary results showing recovery rates of gold from mine tailings to be much higher than expected by industry observers. NanoStruck's techniques involve nanotechnology and industrial collaboration for specific innovative milling, pyrometallurgy and hydrometallurgy processes combined with proprietary organic compounds.

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

The Company announced testing of its mine tailings treatment techniques and preliminary results showing recovery rates of gold from mine tailings to be much higher than expected by industry observers. NanoStruck's techniques involve nanotechnology and industrial collaboration for specific innovative milling, pyrometallurgy and hydrometallurgy processes combined with proprietary organic compounds.

Tests completed over the past three months indicate that the NanoStruck techniques can recover as much as 96% of 9.1 grams per metric ton, or 0.32 ounces per ton of gold contained in representative gold tailings samples. The testing involved careful roasting of tailings in laboratories. When the NanoStruck techniques were applied to tailings that had been previously roasted at the source site, the recovery rate was 88%, multi-fold higher than previous attempts by other companies using alternative technologies such as cyanide leaching. From the same already roasted sample, for example, conventional Carbon In Leach (CIL) processes had resulted in less than 10 percent recovery of gold. The volume of tailings at the source site, which is owned by an unrelated third party, is estimated to be between 450,000 tons and 500,000 tons. NanoStruck is in discussions with the owners of the source site regarding potential contracts for processing the mine tailings at the source site.

The head assays and sampling were done by SGS SA and optical microscopic study performed by Petrolab Ltd. to verify the representativeness of the tailing samples as well as percentage of precious metal contained in them. Recovery rates and processes used were also monitored and verified by certified third party experts and laboratory testing, including electron microscope analysis.

The value of precious metals left in mine tailings in 2012 alone by mining companies such as Anglo American Plc (LON: AAL), Barrick Gold Corp. (TSX:ABX, NYSE: ABX), Goldcorp Inc. (TSX: G, NYSE: GG) and Rio Tinto Group (ASX: RIO), was estimated to be US\$20 billion at current market prices. Of that, gold represented more than 80% of the value with approximately 360 tons of gold left behind in tailings due to their micronic size, complex minerology as well as political and environmental concerns related to cyanide leaching.

NanoStruck's environmentally conscious approach did not involve the use of cyanide leaching. All chemicals and organic substances used were recycled and reused.

More details on the refractory gold tailing samples and specifics of the results will be published in the weeks ahead along with highlights from an environmental impact study as well as a volumetrics and grade survey.

Bundeep Singh Rangar, interim CEO and Chairman of the Board said: "We are very excited to announce these tremendously high recovery rates, involving non-cyanide hydrometallurgy and nanotechnology based processes, that could be transformative for the mining industry."

Brian Mok, Senior Mining Consultant at BG Partners Corp. said: "High value refractory ore and tailings would be very well suited for this process as well as jurisdictions where the use of toxic materials such as cyanide is undesirable or unacceptable."

**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**

February 10,2014.