

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 25, 2014.

Item 3: News Release

A news release was issued and disseminated on February 25, 2014 through Business Wire and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced a new agreement with Nano Africa (Pty) Ltd. and its affiliate New World Sanitations CC of South Africa.

Item 5: Full Description of Material Change

The Company announced a new agreement with Nano Africa (Pty) Ltd. and its affiliate New World Sanitations CC of South Africa.

The Company has reached an agreement with Nano Africa (Pty) Ltd. (Nano Africa) and its affiliate New World Sanitations ("NWS") whereby NWS intends to increase sales of its sanitation system, which utilizes the Company's NanoClear Filters as well as Nano Africa marketing and promoting the Company's NanoPure water purification and NanoMet precious metal retrieval systems in South Africa.

NWS has developed a sewage digester unit that is designed to reduce water usage for a family of five to 300 liters per year, while an average family uses between 70,000 liters to 90,000 liters of water to flush their toilet per year. An environmentally conscious system, it uses no outside sources of water or power and is especially suitable for areas where there is no sewage system. The Company's nano polymer based NanoClear filtration system is a critical component of NWS' digester unit and gives NWS a competitive edge in the South African market. It is anticipated that NWS shall require at least 5,000 NanoClear filters in 2014.

Nano Africa is in dialogue with a number of companies in South Africa who are interested in utilizing the Company's NanoPure water purification System and NanoMet precious metal recovery technologies.

Jürgen Graupe, CEO of Nano Africa and NWS said: "This broad cooperation further builds the relationship between the Company and his companies and enhances Nano Africa's ability to introduce and market the Company's innovative solutions into the water purification and mining industries in South Africa."

Bundeep Singh Rangar, interim CEO of the Company said: "Nano Africa and NWS are trusted partners that have identified several business opportunities for the Company. Their understanding of local complexities helps de-risk our plans in South Africa, which is an important market for our growth."

According to the South African Chamber of Mines, South Africa is the world's biggest platinum producer, with 80% of the world's reserves. It also has 50% of known global gold reserves. Minerals and metals account for 60% of all South African export revenue, while mining contributes close to 10% of South Africa's Gross Domestic Product (GDP).

According to a report by South Africa's Department of Water Affairs and Forestry (DWAF) in 2008, about 5 million people lacked access to water and 15 million people lacked access to basic sanitation.

As consideration, Nano Africa shall receive a commission, based on net revenues achieved by the Company, in relation to each water remediation and/or mineral remediation plant that is sold in South Africa as a result of Nano Africa's efforts. Additionally, Jurgen Graupe, or his assigns, shall receive 500,000 common shares of the Company as consideration for consulting services already provided 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

February 25, 2014.