

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

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

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

**Item 2: Date of Material Change**

May 2, 2014.

**Item 3: News Release**

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

**Item 4: Summary of Material Changes**

The Company announced that it has completed the first tranche of a non-brokered private placement in the amount of \$512,000. Pursuant to the private placement, NanoStruck will issue 6,400,000 units at a price of \$0.08 per unit. Each unit sold in the private placement consists of one common share and one common share purchase warrant. The shares, warrants and warrant shares underlying the units are subject to a four month and a day hold period (the "Hold Period"). Each warrant is exercisable at \$0.13 per share on or before 36 months from the closing date

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

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All shares issued pursuant to the private placement are subject to a four-month hold period. The net proceeds of the private placement will be used by NanoStruck for general corporate purposes and working capital, including strategic acquisitions and the engagement of expert media and marketing advisors. Following the closing of the private placement, there are currently 85,052,508 common shares of the Company issued and outstanding.

No finder's fees or commissions were paid in connection with the private placement.

"We are pleased to have the support of the investors. The funds provided by this private placement will enable NanoStruck to get to the next stage of development," said Bundeep Singh Rangar, interim CEO of NanoStruck.

**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:

Bundeep Singh Rangar,  
Interim CEO and Chairman of the Board  
(905) 813-0900

**Item 9: Date of Report**

May 7, 2014.