

**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**

May 21, 2014.

**Item 3: News Release**

A news release was issued and disseminated on May 21, 2014 through TheNewsWire and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company signed a one-year agreement, renewable yearly, with Metrolinx to maintain its bus wash treatment unit at the GO Transit Halton Hills bus facility.

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

The Company signed a one-year agreement, renewable yearly, with Metrolinx to maintain its bus wash treatment unit at the GO Transit Halton Hills bus facility.

Bundeep Singh Rangar, Chairman of the Board and interim CEO commented "The agreement provides NanoStruck with consistent recurring revenue which the company looks to build further upon through the pursuit of additional contacts which it is actively pursuing". Today's announcement paves the way for the Company to build on the consistent recurring revenue stream.

NanoStruck has signed a maintenance agreement to support the GO Transit facility installation, originally contracted by Buttcon Limited, a Canadian general contractor specializing in industrial, commercial, institutional and high-rise residential construction.

GO Transit is the regional public transit service for the Greater Toronto and Hamilton Area, with routes extending to communities across the Greater Golden Horseshoe. GO Transit carries more than 65 million passengers a year in an extensive network of train and bus services that spans more than 11,000 square kilometres. [Metrolinx](#) is working to provide residents and businesses in the Greater Toronto and Hamilton Area with a transportation system that is modern, efficient and integrated. Find out more about [The Big Move](#), Metrolinx's Regional Transportation Plan for the GTHA.

**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**

May 21, 2014.