

**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 27, 2014.

**Item 3: News Release**

A news release was issued and disseminated on May 27, 2014 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

**Highlights:**

- Employing NanoMet Technology to Extract Gold and Precious Metals
- Tests of the Nanomet Technology have shown 96% Recovery grading up to 9.1 GMS/Ton Gold from tailing sample
  - (Press release dated February, 7, 2014)
- NanoStruck Will Receive 50% of all Revenue
- Large Win for NanoStruck's NanoMet Division
- Potential for Significant Recovery of Precious Metals from Tailings

The Company announced a non-binding Letter of Intent (LOI) signed with Purple Grid Trading Pvt Ltd. ("Purple Grid"), a Zimbabwean company offering financed solutions for infrastructure development in the energy, mining and construction industries in Zimbabwe and the 15 states of the South African Development Community (SADC region) whereby Purple Grid is focused on using NanoStruck's technology for extracting gold from refractory gold tailings. NanoStruck will receive 50% of all revenue realized from the Projects in US dollars.

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

The Company announced a non-binding Letter of Intent (LOI) signed with Purple Grid Trading Pvt Ltd. ("Purple Grid"), a Zimbabwean company offering financed solutions for infrastructure development in the energy, mining and construction industries in Zimbabwe and the 15 states of the South African Development Community (SADC region) whereby Purple Grid is focused on using NanoStruck's technology for extracting gold from refractory gold tailings. NanoStruck will receive 50% of all revenue realized from the Projects in US dollars.

The LOI describes that Purple Grid Trading agrees to cooperate with NanoStruck for the purpose of utilizing the Company's NanoMet technology to extract gold and other precious metals from the tailings that arise from mining projects accessed or owned by Purple Grid Trading in Zimbabwe (the "Projects").

John Mapondera, Executive Chairman of Purple Grid said: "The preliminary NanoMet test results show the potential for significant recovery of precious metals from tailings which will give us a novel nano-technology solution with a strong competitive edge."

Bundeep Singh Rangar, interim CEO and Chairman of the Board said: "This is a great opportunity for NanoStruck to demonstrate its unique technology and expertise in one of Africa's important mining

economies. This large win for us really demonstrates the immense opportunity present for the NanoMet division.”

The LOI also provides that the formal agreement shall contain mutually acceptable licensing fees and technology cost provisions. Additionally, execution for a formal agreement is subject to satisfaction of the parties as to the feasibility of the technology to be used in relation to the first Project and the availability of financing for the first Project.

According to Zimbabwe's Ministry of Mines and Mining Development, mining contributed about 20% of the country's US\$11 billion Gross Domestic Product and nearly 60% of its US\$3.3 billion worth of exports.

**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 27, 2014.