

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

June 6, 2014.

Item 3: News Release

A news release was issued and disseminated on June 6, 2014 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced that it will be issuing shares to a third party consultant for amounts owed for consulting fees relating to business development and marketing services. The Company will be issuing a total of 500,000 common shares of the Company at a deemed value of \$0.08 per share, which is greater than or equal to the discounted closing market price prior to the date of this news release in accordance with the CSE policy.

In addition, pursuant to the terms of the consulting agreement, the Company will grant stock options to purchase a total of 250,000 common shares at an exercise price of \$0.15 per share for a period of three years, in accordance with the provisions of the Company's stock option plan.

Item 5: Full Description of Material Change

The Company announced that it will be issuing shares to a third party consultant for amounts owed for consulting fees relating to business development and marketing services. The Company will be issuing a total of 500,000 common shares of the Company at a deemed value of \$0.08 per share, which is greater than or equal to the discounted closing market price prior to the date of this news release in accordance with the CSE policy.

In addition, pursuant to the terms of the consulting agreement, the Company will grant stock options to purchase a total of 250,000 common shares at an exercise price of \$0.15 per share for a period of three years, in accordance with the provisions of the Company's stock option plan.

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

June 6, 2014.