

**NANOSTRUCK TECHNOLOGIES INC.  
ALTERNATIVE MONTHLY REPORT FILED PURSUANT TO  
NATIONAL INSTRUMENT 62-103**

**(a) The name and address of the eligible institutional investor.**

Goodman & Company, Investment Counsel Inc. (“Goodman & Company”)  
1 Adelaide Street East, 21<sup>st</sup> Floor  
Toronto, Ontario  
M5C 2V9

**(b) The net increase or decrease in the number or principal amount of securities, and in the eligible institutional investor’s securityholding percentage in the class of securities, since the last report filed by the eligible institutional investor under Part 4 or the early warning requirements.**

In connection with a corporate reorganization, since our last report filed on October 10, 2013, Goodman & Company no longer manages 7,142,857 common shares and 3,571,427 share purchase warrants of Nanostruck Technologies Inc. (“Nanostruck”), representing approximately 9.15% of the issued and outstanding common shares of Nanostruck on an undiluted basis or 13.13% of the issued and outstanding common shares of Nanostruck on a partially diluted basis, assuming the conversion of the purchase warrants into common shares, as at May 31, 2014.

**(c) The designation and number or principal amount of securities and the eligible institutional investor’s securityholding percentage in the class of securities at the end of the month for which the report is made.**

Goodman & Company, on behalf of the portfolios of investment funds and client accounts managed by it does not exercise control or direction over any securities of Nanostruck as at May 31, 2014.

**(d) The designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph (c) over which:**

**(i) the eligible institutional investor, either alone or together with any joint actors, has ownership and control,**

Not applicable.

**(ii) the eligible institutional investor, either alone or together with any joint actors, has ownership but control is held by other entities other than the eligible institutional investor or any joint actor, and**

Not applicable.

**(iii) the eligible institutional investor, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

See disclosure in (c) above.

- (e) **The purpose of the eligible institutional investor and any joint actors in acquiring or disposing of ownership of, or control over, the securities, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer.**

The securities of Nanostruck acquired or disposed of by Goodman & Company, on behalf of the portfolios of investments funds and client accounts managed by it, are held for investment purposes. These investments will be reviewed on a continuing basis and such holdings may be increased or decreased in the future.

- (f) **The general nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the eligible institutional investor, or any joint actor, and the issuer of the securities or any other entity in connection with any transaction or occurrence resulting in the change in ownership or control giving rise to the report, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities.**

Not applicable.

- (g) **The names of any joint actors in connection with the disclosure required by this Form.**

Goodman & Company and Dundee Securities Ltd. rely on aggregation relief pursuant to section 5.1 of National Instrument 62-103 and report separately from each other.

- (h) **If applicable, a description of any change in any material fact set out in a previous report by the eligible institutional investor under the early warning requirements or Part 4 (Alternative Monthly Reporting System) in respect of the reporting issuer's securities.**

Not applicable.

- (i) **Goodman & Company, Investment Counsel Inc. is eligible to file reports under Part 4 in respect of the reporting issuer.**

**DATED** this 10<sup>th</sup> day of June, 2014.

**GOODMAN & COMPANY, INVESTMENT  
COUNSEL INC.**

Per: “Sivan Fox”  
Name: Sivan Fox  
Title: Vice President, Legal