

**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 18, 2014.

**Item 3: News Release**

A news release was issued and disseminated on June 18, 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 will be issuing shares to a third party consultant and certain key management for amounts owed for consulting fees. The Company has also granted stock options to purchase a total of 1,150,000 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 and certain key management for amounts owed for consulting fees. The Company will be issuing a total of 6,480,538 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 connection with the issuance of the shares, the Company is also issuing 1,453,850 warrants exercisable at \$0.13 per share for a term of three years.

The Company has also granted stock options to purchase a total of 1,150,000 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. The option exercise price was set pursuant to CSE policies, whereby the exercise price must not be lower than the greater of the closing market prices on (a) the trading day prior to the option grant date, and (b) the date of the option grant.

**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 18, 2014.