

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 20, 2014

Item 3: News Release

A news release was issued and disseminated on June 23, 2014 through TheNewsWire and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced that Martin Bernholtz and Brij P.S. Chada were elected as new board members at the Annual General and Special Meeting of the Company held on June 20, 2014 and that the Company has entered into an investor relations consulting agreement with First Canadian Capital Corp.

Item 5: Full Description of Material Change

The Company announced that the following new board members were elected at the Annual General and Special Meeting of the Company held on June 20, 2014:

Martin Bernholtz

Mr. Bernholtz has spent six years with Laventhol & Horwath in the Litigation Support and Business Valuation practice and has served as a Director and Officer of various public, private, not for profit and condominium corporations over the last 30 years. Presently, he holds the position of Chief Financial Officer with an integrated real estate developer and property owner. His responsibilities include strategy, intergenerational planning, finance, accounting, taxation and personnel. In this capacity, he has completed approximately \$1 billion in financing.

Mr. Bernholtz graduated with a Bachelor of Business Administration degree from York University. In addition he is a Chartered Accountant.

Bundeep Singh Rangar, Chairman of the Board said: "We are pleased to have Mr. Bernholtz's experience to help the Company achieve its strategic and financial goals, including inorganic growth via strategic acquisition opportunities."

Brij P.S. Chadda

Mr. Chadda has extensive board, advisory committee and work experience in both public and private sectors Involving board policy and governance, public finance, grant administration and engineering.

Mr. Chadda worked for more than 20 years for the Ontario government central agencies (Ministry of Finance and the Treasury Board), Ontario Clean Water Agency (OCWA) and the Ministry of the Environment (MOE) in professional and management capacities.

He set annual budgetary allocations for the MOE, with a particular focus on funding for municipal water and sewage infrastructure, and while at OCWA, managed the \$750 million Ontario government's

municipal water and sewage grants program.

Mr. Chadda recently served for five years as a Director on the Board of Mississauga-Halton LHIN (Local Health Integration Networks) set up by the Ontario government to integrate and fund the provision of health care in this region. He also served on the Board's Audit and Finance Committee and the Governance Committee.

He served as a Director and the Chair of the Policy Advisory Committee of the Board of a major community organization in the Peel Region for five years. Mr. Chadda also served on Policy Advisory Committee of Ontario government's Management Board Secretariat.

Mr. Chadda holds an MBA and a Professional Engineer - Bachelor of Science in Mechanical Engineering. He has a certificate in Board Governance from University of Toronto.

Bundeep Singh Rangar, Chairman of the Board said: "We are pleased to bring Mr. Chadda on board and believe that his credentials and expertise in clean water and board governance will be a real asset to the Company."

Investor Relations - First Canadian Capital Corp.

Further to the news release of June 18, 2014, the Company has entered into an investor relations consulting agreement with First Canadian Capital Corp ("First Canadian") under which First Canadian will provide consulting services to the Company to raise investor awareness, attract investment and find strategic, financial partners, for a term of 12 months from the date of execution of the consulting agreement, for a fee of (i) \$5,000 per month, plus HST, and (ii) the grant a total of 400,000 incentive stock options to First Canadian, exercisable at \$0.15 per share for a period of three years. The grant of the options was announced in a press release on June 18, 2014.

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 23, 2014