

**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 20, 2014 through TheNewsWire and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company announced the voting results of its 2014 Annual General and Special Meeting (the "Meeting") held on June 20, 2014. A total of 32,137,416 common shares representing 37.79% of the issued shares of the Company were represented at the Meeting.

The Company also entered into management agreements as part of the Company's new compensation approach. Management has agreed to take part of their compensation in cash and part in shares in order to conserve the Company's cash during the current stage of the Company's development. The compensation structure adopted will result in a significant cash saving for the Company.

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

The Company announced the voting results of its 2014 Annual General and Special Meeting (the "Meeting") held on June 20, 2014. A total of 32,137,416 common shares representing 37.79% of the issued shares of the Company were represented at the Meeting.

**Fix Number of Directors**

The ordinary resolution fixing the number of directors at 6 was approved. Shareholders present in person or represented by proxy at the Meeting voted as follows:

Number of Shares			Percentage of Votes Cast		
For	Against	Withheld/Abstain	For	Against	Withheld/Abstain
32,037,416	100,000	0	99.69%	0.31%	0.00%

**Election of Directors**

All nominees listed in the information circular for the Meeting were elected as directors of the Company. Shareholders present in person or represented by proxy at the Meeting voted as follows:

Nominee	Percentage of Votes Cast			Percentage of Votes Cast		
	For	Against	Withheld/Abstain	For	Against	Withheld/Abstain
Bundeep Singh Rangar	32,037,416	0	100,000	99.69%	0.00%	0.31%
Raj Kurichh	32,037,416	0	100,000	99.69%	0.00%	0.31%
John Morita	32,032,416	0	105,000	99.67%	0.00%	0.33%

Nominee	Percentage of Votes Cast			Percentage of Votes Cast		
	For	Against	Withheld/Abstain	For	Against	Withheld/Abstain
Stephen John McCann	32,032,416	0	105,000	99.67%	0.00%	0.33%
Brij Chadda	32,032,416	0	105,000	99.67%	0.00%	0.33%
Martin Bernholtz	32,037,416	0	100,000	99.69%	0.00%	0.31%

NanoStruck's Chairman and CEO Bundeep Singh Rangar commented, "The shareholder vote is a significant endorsement of the Company's management and our carefully considered growth plans. The conversion of debt into the private placement and the management team's decision to take part of their compensation in stock is an endorsement of the Company's equity with more skin in the game. We have each put our money where our mouth is."

### **Appointment of Auditors**

Collins Barrow Toronto LLP were appointed auditors of the Company to hold office until the close of the next annual general meeting of the Company and the directors of the Company were authorized to fix the remuneration of the auditors. Shareholders present in person or represented by proxy at the Meeting voted as follows:

Number of Shares			Percentage of Votes Cast		
For	Against	Withheld/Abstain	For	Against	Withheld/Abstain
32,037,416	0	100,000	99.69%	0.00%	0.31%

### **Re-Approval Stock Option Plan**

The resolution ratifying, confirming and approving the Company's Stock Option Plan was approved. Shareholders present in person or represented by proxy at the Meeting voted as follows:

Number of Shares			Percentage of Votes Cast		
For	Against	Withheld/Abstain	For	Against	Withheld/Abstain
32,037,416	100,000	0	99.69%	0.31%	0.00%

### **Amendment to Articles to Adopt Advance Notice Provision**

The special resolution approving the amendment to the Articles to include the advance notice provisions, as set out in the information circular of the Company, was approved. Shareholders present in person or represented by proxy at the Meeting voted as follows:

Number of Shares			Percentage of Votes Cast		
For	Against	Withheld/Abstain	For	Against	Withheld/Abstain
32,037,416	100,000	0	99.69%	0.31%	0.00%

### **Management Contracts**

The Company has entered into management agreements as part of the Company's new compensation approach. Management has agreed to take part of their compensation in cash and part in shares in order to conserve the Company's cash during the current stage of the Company's development. The compensation structure adopted will result in a significant cash saving for the Company.

In addition, Bundeep Singh Rangar, interim CEO and Chairman of the Board, has incurred \$116,308 in expenditures on behalf of the Company during the second and third quarter of the current financial year. In lieu of being repaid in cash for the amounts owed to him by the Company, Mr. Rangar has elected to reinvest that amount back into the Company. Mr. Rangar has accepted the conversion of the \$116,308 debt into units of the Company, converted at \$0.08 per unit. Each unit consists of one common share and

one common share purchase warrant, exercisable at \$0.13 per share for a period of three years. These terms are the same as the recent private placement the Company completed and announced on May 7, 2014. The issuance of the units that were issued to Mr. Rangar was disclosed in a press release dated June 18, 2014.

Full details of the executive compensation paid by the Company for the financial years ended September 30, 2013, 2012 and 2011 are contained in the Company's Information Circular for the 2014 Annual General and Special Meeting of Shareholders, available at [www.sedar.com](http://www.sedar.com).

**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:

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**Item 9: Date of Report**

June 24, 2014.