

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

July 15, 2014.

Item 3: News Release

A news release was issued and disseminated on July 15, 2014 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

HIGHLIGHTS:

- **\$5.20 million average annual revenue of the target business for 2011 – 2013**
- **Intellectual Property strengthened – co-ownership of 8 additional patents**
- **Consolidated revenue potential for NanoStruck; plan for further growth**
- **Clean Technology in the Mining, Water Treatment and Energy Industries**

The Company announced the signing of a binding agreement to acquire a technology business in order to strengthen the Company's technology and operations and for the combined companies to further grow revenue and profit.

Item 5: Full Description of Material Change

The Company announced the signing of a binding agreement to acquire a technology business in order to strengthen the Company's technology and operations and for the combined companies to further grow revenue and profit.

Upon completion of accretive acquisition, the Company will be able to consolidate financial results of the two companies. The target business has had annual revenue of between \$4.23 million and \$7.03 million with a pretax profit between \$0.46 million and \$1.21 million for the years 2011-2013.

The target business is focused on providing clean technology solutions in the mining, water treatment, clean energy and specialty chemicals industries. It has facilities for beta testing and running pilot plants using physical, chemical and thermal processing. NanoStruck will look at introducing and applying its nanotechnology into the various above processes, as applicable.

Bundeep Singh Rangar, Chairman of the Board said: "This acquisition is transformative for both parties. It helps realize our strategic goals of growing revenue, increasing technology prowess and expanding in new markets. Our combined teams and technologies will result in formidable water treatment, mine tailings and minerals processing technologies being offered in key target markets."

With the acquisition, the Company will be able to accelerate the commercialisation of its technology for recovery of precious metals from mining ores and tailings. The target business has a suite of Intellectual Property, in both its patents and knowhow, that is used to develop proprietary technologies. The combined companies can further unlock the potential value of these technologies. NanoStruck intends to tap into its suite of mining industry shareholders to generate new business for the combined companies.

NanoStruck's shareholders include Gordon McKinnon, a director of a number of mining exploration, development and mineral royalty companies including Canadian Orebodies Inc., Mineral Streams Inc. and PhosCan Chemical Corp.; Clinton Barr, a leading geologist, who worked for mining and metallurgy companies Noranda Inc. and Inco Ltd. as a project geologist; Richard Buzbuzian, a mining and capital markets executive formerly at New Dawn Mining Corp. (ND.TSX), a Zimbabwe focused gold producer; and Garry Clark, Executive Director of the Ontario Prospectors Association, that nurtures the province's mineral exploration industry. He also sits on the Minister of Mines Mining Act Advisory Committee, the Ontario Geological Survey Advisory Board and is a director of several small listed exploration companies.

This acquisition will further strengthen the Company's suite of Intellectual Property, global operations as well as mineral ores and mine tailings processing capabilities. It will result in the Company co-owning eight patents that have already been granted with further development of IP to be jointly pursued.

The parties have signed a binding agreement subject to the signing of a definitive purchase and sale agreement upon completion of final due diligence and regulatory approval. While there is no certainty of concluding a definitive agreement, both parties are pursuing its completion on a best efforts basis. The target company's current Chief Executive Officer will remain CEO of the acquired company as part of a retention package to ensure continuity of the business. All financial figures used above are unaudited figures provided by the target business. The counter party cannot be named at this stage for confidentiality reasons.

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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Nelson Hudes, Public Relations at (905)660.9155

Item 9: Date of Report

July 15, 2014.