

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

August 21, 2014.

Item 3: News Release

A news release was issued and disseminated on August 22, 2014 through TheNewsWire and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced that it has completed interim second and third tranches of a non-brokered private placement in the amount of \$210,000.

Item 5: Full Description of Material Change

The Company announced that it has completed interim second and third tranches of a non-brokered private placement in the amount of \$210,000.

Pursuant to the private placement, NanoStruck issued 2,625,000 units at a price of \$0.08 per unit. Each unit sold in the private placement consists of one common share and one common share purchase warrant. The shares, warrants and warrant shares underlying the units are subject to a four month and a day hold period. Each warrant is exercisable at \$0.13 per share on or before 36 months from the closing date.

All shares issued pursuant to the private placement are subject to a four-month hold period. The net proceeds of the private placement will be used by NanoStruck for general corporate purposes and working capital. 94,658,046 common shares of the Company are now issued and outstanding.

"The funds provided by this private placement will enable NanoStruck to carry out significant activities planned for the remainder of 2014 to the benefit of its shareholders," said Bundeep Singh Rangar, interim CEO of NanoStruck.

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

August 22, 2014.