

**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**

September 9, 2014

**Item 3: News Release**

A news release was issued and disseminated on September 9, 2014 through TheNewsWire and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company announced the appointment of Simon Charles to its Board of Directors and resignation of John Morita.

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

The Company announced the appointment of Simon Charles to its Board of Directors and resignation of John Morita.

Mr. Charles is a senior equity partner at Marriott Harrison LLP based in the city of London, England. He advises companies, intermediaries and investors in various sectors, including manufacturing, resourcing and technology. His clients include private and public companies, brokers, nominated advisers and investing individuals and institutions.

Previously, Simon Charles has worked at renowned international law firms, LeBoeuf, Lamb, Greene & MacRae LLP and Dechert LLP. He has extensive experience working with international clients and Boards of companies, particularly regarding investment and joint venture arrangements. Additionally, Mr. Charles was a nominated adviser and Main Market sponsor for investment bank Numis Securities Limited that's located in London and New York.

Mr. Charles is on the Board of Directors of Imaginatik Plc (LSE: IMTK), a UK company that helps companies manage innovation for commercial advantage. It is listed on the London Stock Exchange's AIM sub market. He is a Chairman of its audit committee, the remuneration committee as well as an investor. Mr. Charles is also a partner in Strategic Counsel Partners LLP, a business advisory business for corporate governance, investor readiness and legal advisory services for technologically focused, growing businesses.

Bundeep Singh Rangar, interim CEO and Chairman of the Board said: "We are pleased to have Mr. Charles join our Board and believe his credentials involving the commercialization of innovation and experience with publicly listed companies will be of immense benefit to the Company."

Simon Charles takes over the Company Board seat for John Morita, who has stepped down from the Board. The Company wishes Mr. Morita the best in his future endeavors.

**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**

September 9, 2014.