

MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

NanoStruck Technologies Inc. (the “**Company**”)
Suite 804 – 750 West Pender Street
Vancouver, BC V6C 2T7

Item 2: Date of Material Change

August 12, 2015.

Item 3: News Release

A news release was issued and disseminated on August 12, 2015 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced that Collins Barrow Toronto LLP, Chartered Accountants (the “**Former Auditor**”) of the Company has resigned, at the request of the Company, as auditor of the Company, and the board of directors has appointed McGovern, Hurley, Cunningham, LLP (the “**Successor Auditor**”) of Toronto, Ontario as auditor for the Company.

Item 5: Full Description of Material Change

The Company announced that the Former Auditor of the Company has resigned, at the request of the Company, as auditor of the Company, and the board of directors has appointed the Successor Auditor as auditor for the Company.

There were no reservations in the Former Auditor’s reports for the two most recently-completed fiscal years or for any period subsequent to the most recently-completed period for which an audit report was issued and preceding the date of the Former Auditor’s resignation. There are no reportable events between the Company and the Former Auditor. The resignation of the Former Auditor as auditor of the Company has been approved by the Company’s audit committee and its board of directors. The notice of change of auditor, together with the letter from the Former Auditor and the letter from the Successor Auditor, have been reviewed by the Company’s audit committee and its board of directors and is posted at 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

August 12, 2015.