

FORM 51-102F3

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 11, 2015.

Item 3: News Release

A news release was issued and disseminated on August 13, 2015 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced that it has closed a non-brokered private placement (the “**Private Placement**”) of 157,900,000 units (“**Units**”) issued at a price of CDN\$0.01 per Unit, raising gross proceeds of CDN\$1,579,000. Each Unit consists of one common share and one common share purchase warrant (a “**Warrant**”) exercisable at \$0.05 per share for a period of five years.

Item 5: Full Description of Material Change

The Company announced that it has closed the Private Placement of 157,900,000 Units issued at a price of CDN\$0.01 per Unit, raising gross proceeds of CDN\$1,579,000. Each Unit consists of one common share and one Warrant exercisable at \$0.05 per share for a period of five years.

Insiders of the Company subscribed for 57,702,090 Units, with Bundeep Singh Rangar, interim Chief Executive Officer and a director of the Company, subscribing for 37,002,090 Units through his controlled companies; Stephen John McCann, Chief Financial Officer and a director of the Company, subscribing for 18,200,000 Units through a company he controls; and Brij Chadda, a director of the Company, subscribing for 2,500,000 Units. As a result, the private placement is a related party transaction (as defined under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company relied upon the “Issuer Not Listed on Specified Markets” and “Fair Market Value Not More Than \$2,500,000” exemptions from the formal valuation and minority shareholder approval requirements, respectively, under MI 61-101.

As a result of the Private Placement: 1. Mr. Rangar’s beneficial ownership of common shares of the Company (“**Beneficial Ownership**”) increased from 7.05% to 16.84% of the issued and outstanding common shares of the Company; 2. Mr. McCann’s Beneficial Ownership increased from 0.06% to 7.04%; and 3. Mr. Chadda’s Beneficial Ownership increased from 0.11% to 1%. The Private Placement was unanimously approved by the board of directors of the Company, with Messrs. Rangar, McCann and Chadda each having declared his interest and abstained from approving any issuance of Units to himself or companies controlled by him.

The Company issued finder’s Units to Karolina Komarnicka and Oranjeboom Ventures Limited equal to 7% of the aggregate number of Units sold in the Private Placement through the efforts of each finder at a price of 7% per finder’s Unit. The finder’s Warrants are exercisable under the same terms as the Warrants.

The proceeds of the Private Placement will be used for general working capital and to settle outstanding debt with certain creditors.

All securities issued pursuant to the Private Placement are subject to a four-month hold period.

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 13, 2015.