# NANOSTRUCK TECHNOLOGIES INC.



8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

Security Class

Holder Account Number

## Form of Proxy - Annual General Meeting to be held on Tuesday, September 15, 2015

## This Form of Proxy is solicited by and on behalf of Management.

#### Notes to proxy

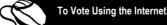
- 1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
- If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting
  on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this
  proxy.
- 3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
- 4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
- 5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
- 6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
- 7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
- 8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

#### Proxies submitted must be received by 11:00 AM (Pacific Time) on September 11, 2015.

## VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!

To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.
  - 1-866-732-VOTE (8683) Toll Free



- Go to the following web site: www.investorvote.com
- Smartphone? Scan the QR code to vote now.



#### If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

#### **CONTROL NUMBER**

### Appointment of Proxyholder //We being holder(s) of NanoStruck Technologies Inc. (the "Company")

I/We being holder(s) of NanoStruck hereby appoint: Bundeep Singh Rang him, Stephen John McCann, CFO of th Brett Kagetsu, legal counsel for the Co	jar, CEO of t ie Company,	he Company , or failing eit	<b>"Company")</b> y, or failing ther of them,	OR	Print the na appointing other than t Meeting.	if this pers	son is som	ou are neone						
as my/our proxyholder with full power of given, as the proxyholder sees fit) and Street, Suite 2300, Bentall 5, Vancouve	of substitution all other mat er, British Co	n and to atte tters that ma olumbia, on S	nd, act and to vot y properly come b September 15, 20	e for and o before the A 15 at 11:00	n behalf of the Annual Genera AM (Pacific 1	e shareholo al Meeting Time) and a	der in accor of sharehol at any adjou	rdance w Iders of urnment	vith the follo NanoStruck or postpon	wing dire Technolo ement the	ction (or if no ogies Inc. to b ereof.	directions l be held at 5	have been 50 Burrard	
VOTING RECOMMENDATIONS ARE	INDICATED	BY <mark>HIGHL</mark>	IGHTED TEXT O	VER THE E	BOXES.							For	Against	
1. Number of Directors To set the number of Directors at four (4).														
2. Election of Directors	For	Withhold				For	Withhold	1				For	Withhold	Fold
01. Bundeep Singh Rangar			02. Stephen Jo	ohn McCa	INN			03. B	rij Chadda	1				
04. Martin Bernholtz														
<ul> <li>3. Appointment of Auditor Appointment of McGovern, Hurley, Cunningham, LLP, Chartered Accountants, as Auditor of the Company for the ensuing year and authorizing the Directors to fix their remuneration.</li> <li>4. Re-Approval Stock Option Plan To re-approve by ordinary resolution the 10% rolling Stock Option Plan of the Company.</li> <li>5. Other Business To transact such other business as may properly come before the Meeting.</li> </ul>									izing the	   	Against Against Against			
														Fold
Authorized Signature(s) - This section must be completed for your       Signature(s)       Date         instructions to be executed.									Date		_			
I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.											<u>DD    </u>		YY	