

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Reporting Issuer**

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

**Item 2: Date of Material Change**

April 26, 2016.

**Item 3: News Release**

A news release was issued and disseminated on April 26, 2016 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company announced that, further to the news release of August 13, 2015, it has received the approval of the CNSX Markets Inc. to increase the size of the financing by an additional 200,000,000 units to 400,000,000 units to raise up to CAD\$4,000,000, of which 157,900,000 units were issued on the first tranche closing on August 11, 2015, raising gross proceeds of CAD\$1,579,000, with up to an additional 242,100,000 units to be issued on the final tranche closing, and to include a warrant acceleration provision.

In addition, the Company plans to complete a concurrent debt settlement pursuant to which a maximum of 100,000,000 common shares of the Company may be issued in settlement of existing debts at a price of \$0.01 per share to non-insiders and at a price of \$0.05 per share to insiders of the Company.

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

The Company announced that, further to the news release of August 13, 2015, it has received the approval of the CNSX Markets Inc. to increase the size of the financing by an additional 200,000,000 units to 400,000,000 units to raise up to CAD\$4,000,000, of which 157,900,000 units were issued on the first tranche closing on August 11, 2015, raising gross proceeds of CAD\$1,579,000, with up to an additional 242,100,000 units to be issued on the final tranche closing, and to include a warrant acceleration provision.

The private placement consists of units to be issued at a price of CAD\$0.01 per unit, with each unit consisting of one common share and one warrant exercisable at CAD\$0.05 per share for a period of five years, provided that in the event that the closing price of the Company’s common shares on the Canadian Securities Exchange (or such other exchange on which the Company’s common shares may become traded) is CAD\$0.20 or greater per common share during any 20 consecutive trading day period at any time subsequent to four months and one day after the closing date, the warrants will expire at 4:00 p.m. (Vancouver time) on the 30th day after the date on which the Company provides notice of such accelerated expiry to the warrant holders, and the warrant holder will have no further rights to acquire any shares of the Company under the warrant.

In addition, the Company plans to complete a concurrent debt settlement pursuant to which a maximum of 100,000,000 common shares of the Company may be issued in settlement of existing debts at a price of \$0.01 per share to non-insiders and at a price of \$0.05 per share to insiders of the Company.

**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**

April 26, 2016.