

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK**

IN RE META MATERIALS INC.
SECURITIES LITIGATION

Case No. 1:21-cv-07203-CBA-JRC

**NOTICE OF PENDENCY AND
PROPOSED SETTLEMENT OF
CLASS ACTION**

TO: ALL PERSONS OR ENTITIES WHO PURCHASED META MATERIALS INC. F/K/A TORCHLIGHT ENERGY RESOURCES, INC. SECURITIES FROM SEPTEMBER 21, 2020 TO JUNE 24, 2022, INCLUSIVE, OR HELD TORCHLIGHT ENERGY RESOURCES, INC. STOCK AT THE TIME OF ITS MERGER WITH METAMATERIAL, INC. ON JUNE 28, 2021.

PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. YOUR RIGHTS MAY BE AFFECTED BY PROCEEDINGS IN THIS ACTION. PLEASE NOTE THAT IF YOU ARE A CLASS MEMBER, YOU MAY BE ENTITLED TO SHARE IN THE PROCEEDS OF THE SETTLEMENT DESCRIBED IN THIS NOTICE. TO CLAIM YOUR SHARE OF THE PROCEEDS OF THE SETTLEMENTS, YOU MUST SUBMIT A VALID PROOF OF CLAIM AND RELEASE FORM (“PROOF OF CLAIM”) **POSTMARKED OR SUBMITTED ONLINE ON OR BEFORE JUNE 5, 2024 TO THE CLAIMS ADMINISTRATOR.**

A federal court authorized this Notice. This is not a solicitation from a lawyer.

Shares and Time Period: (I) Meta Materials Inc. f/k/a Torchlight Energy Resources, Inc. (“Meta Materials”) (MMAT) common stock (CUSIP: 59134N104) and other Meta Materials securities purchased between September 21, 2020 and June 24, 2022, inclusive (the “Class Period”); (II) Torchlight Energy Resources, Inc. (“Torchlight”) stock held as of May 5, 2021, the record date for shares eligible to vote on the merger with Metamaterial, Inc.; and (III) Torchlight stock held as of June 28, 2021, the date the merger with Metamaterial, Inc. closed.

Settlement Fund: \$3,000,000.00 in cash. Your recovery will depend on the amount of shares purchased and the timing of your purchases and any sales. Depending on the number of eligible shares that participate in the settlement and when those shares were purchased and sold, Plaintiffs estimate the average cash recovery per share of common stock will be approximately \$0.015 per share (assuming claims representing shares are filed) before deduction of court-approved fees and expenses.

Reasons for Settlement: Lead Plaintiffs’ principal reason for entering into the settlement is the substantial certain cash benefit for the Settlement Class and the avoidance of the costs and risks associated with continued litigation, including the danger of no recovery for Members of the Class. Defendants are entering into the settlement solely to eliminate the uncertainty, burden and expense of further protracted litigation.

If the Class Action Had Not Settled: Continuing with the case could have resulted in dismissal or loss at trial. The two sides do not agree on the amount of money that could have been won if Plaintiffs prevailed at trial. The parties also disagree about: (1) the method for determining whether the price of Meta Materials common stock was artificially inflated during the relevant period; (2) the amount of any

such inflation; (3) the extent that various statements and/or omissions alleged by Plaintiffs were materially false or misleading; (4) the extent that various statements and/or omissions alleged by Plaintiffs influenced the trading price of Meta Materials securities during the Class Period; and (5) whether the statements and/or omissions alleged were material, false, misleading, or otherwise actionable under the securities laws.

Attorneys’ Fees and Expenses: Plaintiffs are represented by Lead Counsel. Lead Counsel has not received any payment for their work investigating the facts, conducting this litigation or negotiating the settlement on behalf of Plaintiffs and the Settlement Class. Court-appointed Lead Counsel will ask the Court for an award of attorneys’ fees equal to or less than \$1,000,000 which amounts to one-third of the Settlement Fund, reimbursement of out-of-pocket litigation expenses not to exceed \$60,000 to be paid from the Settlement Fund, and awards to Plaintiffs and other plaintiff representatives be approved up to \$10,000. If the above amounts are requested and approved by the Court, the average cost per share of common stock will be \$0.00535.

Deadlines:

Submit Claim: June 5, 2024
 Request Exclusion: April 23, 2024
 File Objection: April 23, 2024

Court Hearing on Fairness of Settlement: May 21, 2024 at 10:00 a.m.

More Information: www.MetaMaterialsSecuritiesSettlement.com or

Claims Administrator:

Meta Materials Inc. Securities Litigation
 c/o Strategic Claims Services, Inc.
 600 N. Jackson Street, Suite 205
 Media, PA 19063
 Toll-free: (866) 274-4004
 Fax: (610) 565-7985
info@stategicclaims.net

Lead Counsel:

Adam M. Apton, Esq.
 LEVI & KORSINSKY, LLP
 33 Whitehall Street, 17th Floor
 New York, NY 10004
aapton@zlk.com

YOUR LEGAL RIGHTS AND OPTIONS IN THIS CLASS ACTION SETTLEMENT:

SUBMIT A CLAIM FORM	The only way to get a payment
EXCLUDE YOURSELF	Get no payment. This is the only option that allows you to participate in another lawsuit against the Defendants relating to the legal claims in this case.
OBJECT	You may write to the Court if you do not like this Settlement.
GO TO A HEARING	You may ask to speak in Court about the fairness of the settlement.
DO NOTHING	Get no payment

These rights and options – *and the deadlines to exercise them* – are explained in this Notice.

The Court in charge of this case must decide whether to approve the settlement. Payments will be made if the Court approves the settlement and, if there are any appeals, after appeals are resolved. Please be patient.

BASIC INFORMATION

1. Why Did I Get This Notice Package?

You or someone in your family may have purchased Meta Materials securities between September 21, 2020 and June 24, 2022, both dates inclusive, or otherwise held Torchlight stock on either May 5, 2021 or June 28, 2021, the record date and closing date for the merger with Metamaterial, Inc., respectively.

The Court ordered that this Notice be sent to you because you have a right to know about a proposed settlement of a class action lawsuit, and about all of your options, before the Court decides whether to approve the settlement. If the Court approves it and after any objections or appeals are resolved, the Claims Administrator appointed by the Court will make the payments that the settlement allows.

This package explains the lawsuit, the settlement, your legal rights, what benefits are available, who is eligible for them, and how to get them.

The Court in charge of the case is the United States District Court for the Eastern District of New York, and the case is known as *In re Meta Materials Inc. Securities Litigation*, Case No. 1:21-cv-07203-CBA-JRC. The person who sued is called the Plaintiff or Plaintiffs, and the company and individuals sued are called Defendants. Defendants have agreed to settle the claims made in this case.

2. What is this Lawsuit About?

Plaintiffs filed this lawsuit alleging that Defendants acted with scienter when making false and/or materially misleading statements concerning: (1) Torchlight's merger with Metamaterial, Inc.; (2) the benefits and/or risks associated with the merger; and (3) the development status of Meta Materials' products, including their readiness for commercialization. Plaintiffs allege that false and materially misleading statements induced shareholders to purchase Meta Materials securities at artificially inflated prices and/or vote in favor of Torchlight's merger with Metamaterial, Inc. Plaintiffs further allege that when the truth concerning the development status of Meta Materials' products was revealed, the value of Meta Materials' common stock declined and, as a result, Plaintiffs and other members of the Settlement Class suffered substantial damages. Plaintiffs' allegations in this Litigation are substantially similar to the claims alleged in *Denton, et al. v. Palikaras, et al.*, No. A-23-878134-C (Clark Cty., NV), which will be resolved by way of this settlement, if approved by the Court. Defendants have denied, and continue to deny, each and all of the claims and allegations of wrongdoing made by Plaintiffs in this lawsuit and the *Denton* lawsuit.

3. Why Is This a Class Action?

In a class action, one or more people or entities called class representatives sue on behalf of people who have similar claims. Here, all these people are called a Class or Class Members. One court resolves the issues for all the Class Members, except for those who exclude themselves from the Class.

4. Why Is There a Settlement?

The Court did not decide in favor of Plaintiffs or Defendants. Instead, both sides agreed to a settlement. That way, they avoid the costs of litigation and eligible Settlement Class Members who make valid claims will get compensation. Plaintiffs and their attorneys believe the settlement is best for all Settlement Class Members.

WHO IS IN THE SETTLEMENT

To see if you will get money from this settlement, you first have to determine if you are a

Settlement Class Member.

5. How Do I Know if I Am a Part of the Settlement?

The Settlement Class includes: (a) All Persons that purchased Meta Materials and/or Torchlight publicly traded securities during the Class Period, and were damaged thereby; (b) All holders of Torchlight stock as of the May 5, 2021 record date, eligible to vote on the proposed merger with Metamaterial, Inc. at Torchlight’s June 11, 2021 special meeting of shareholders, and were damaged thereby; and (c) All holders of Torchlight stock as of June 28, 2021, the date the proposed merger with Metamaterial, Inc. was consummated, and were damaged thereby.

6. What Are the Exceptions to Being Included?

You are not a Settlement Class Member if you are:

- One of the Defendants or their Related Parties;
- An officer, director, or affiliate of Meta Materials;
- A Meta Materials’ employee retirement or benefit plan or a participant or beneficiary to the extent you purchased or acquired Meta Materials securities through any such plan(s);
- Any entity in which Defendants have or had controlling interest;
- An Immediate Family member of any excluded person; or
- The legal representative, heir, successor, or assign of any excluded person or entity.

7. I’m Still Not Sure If I Am Included in the Class Action

If you are still not sure whether you are included, you can ask for free help. You can contact the Claims Administrator toll-free at (866) 274-4004, or you can fill out and return the Proof of Claim form enclosed with this Notice package, to see if you qualify.

THE SETTLEMENT BENEFITS – WHAT YOU GET

8. What Does the Settlement Provide?

Defendants have agreed to pay a total of \$3,000,000.00 in cash. The Settlement Fund will be divided among all eligible Settlement Class Members who send in valid claim forms, after payment of Court-approved attorneys’ fees and expenses and the costs of claims administration, including the costs of printing and mailing this Notice and the cost of publishing notice (the “Net Settlement Fund”).

9. How Much Will My Payment Be?

Your share of the Net Settlement Fund will depend on several things, including, how many Settlement Class Members submit timely and valid Proof of Claim forms, the total recognized losses represented by the valid Proof of Claim forms that Settlement Class Members send in, the total number of shares of Torchlight and/or Meta Materials common stock or securities you purchased, how much you paid, when you purchased, and if you sold your shares and for how much. By following the instructions in the following Plan of Allocation, you can calculate what is called your Recognized Loss (defined below).

The Plan of Allocation for this Settlement is as follows:

1. The objective of the Plan of Allocation is to equitably distribute the Net Settlement Fund among Authorized Claimants based on their respective alleged economic losses as a result of the alleged misstatements and omissions, as opposed to losses caused by market- or industry-wide factors, or company-specific factors unrelated to the alleged fraud. The Claims Administrator shall determine each Authorized Claimant’s share of the Net Settlement Fund based upon the recognized loss formula (“Recognized Loss”) described below.

2. A Recognized Loss will be calculated for each share of Torchlight and/or Meta Materials common stock and each call option purchased or otherwise acquired during the Class Period. The calculation of Recognized Loss will depend upon several factors, including when the Meta Materials

common stock or call option was purchased or otherwise acquired during the Class Period, and in what amounts, and whether such stock or option was sold (or otherwise disposed of), and if sold, when it was sold, and for what amounts. The Recognized Loss is not intended to estimate the amount a Settlement Class Member might have been able to recover after a trial, nor to estimate the amount that will be paid to Authorized Claimants pursuant to the Settlement. The Recognized Loss is the basis upon which the Net Settlement Fund will be proportionately allocated to the Authorized Claimants. The Claims Administrator will use its best efforts to administer and distribute the Net Settlement Fund to the extent that it is equitably and economically feasible.

3. The Plan of Allocation was created with the assistance of a consulting damages expert and reflects the assumption that the price of Meta Materials common stock was artificially inflated throughout the Class Period. The computation of the estimated alleged artificial inflation in the price of Meta Materials common stock during the Class Period is based on certain misrepresentations alleged by Plaintiffs and the price change in the stock in reaction to the public announcements that allegedly corrected the misrepresentations alleged by Plaintiffs.

4. The U.S. federal securities laws allow investors to recover losses caused by disclosures which corrected the defendants' previous misleading statements or omissions. Thus, in order to have recoverable damages, the corrective disclosure of the allegedly misrepresented information must be the cause of the decline in the price or value of Meta Materials common stock. In this Litigation, Plaintiffs allege that Defendants made false statements and/or omitted material facts during the Class Period, which had the purported effect of artificially inflating the price of Meta Materials common stock. Plaintiffs further allege that corrective disclosures removed artificial inflation from the price of Meta Materials common stock on December 14, 2021 (the "Corrective Disclosure Date"). Thus, in order for a Settlement Class Member to have a Recognized Loss under the Plan of Allocation, Meta Materials common stock and call options must have been purchased or acquired during the Class Period and held during the Corrective Disclosure Date.

5. The operative complaint in the Litigation alleges additional Corrective Disclosure Dates. However, the Court dismissed Plaintiffs' operative complaint and, in turn, the additional Corrective Disclosure Dates alleged therein. The Plan of Allocation is premised on the Corrective Disclosure Date that most accurately coincides with the theory of liability alleged in the operative complaint that provided Settlement Class Members with the greatest probability of success if the Litigation were to have continued.

6. In the calculations below, all purchase and sale prices shall exclude any fees, taxes and commissions. If a Recognized Loss amount is calculated to be a negative number, that Recognized Loss shall be set to zero. Any transactions in Meta Materials common stock or call options executed outside of regular trading hours for the U.S. financial markets shall be deemed to have occurred during the next regular trading session for the U.S. financial markets.

7. A Recognized Loss will be calculated as set forth below for each purchase of Meta Materials common stock and call option during the Class Period, that is listed in the Proof of Claim and Release form and for which adequate documentation is provided.

Recognized Loss Calculation – Common Stock

8. For each share of Torchlight and/or Meta Materials common stock purchased, the Recognized Loss per share shall be calculated as follows:

- For each Torchlight and/or Meta Materials share purchased between September 21, 2020 and December 14, 2021, and:
 - Sold before the opening of trading on December 14, 2021, the Recognized Loss is \$0; or
 - Held at the opening of trading on December 14, 2021, the Recognized Loss is your purchase price *minus* \$2.91¹ per share.
- For each Meta Materials share purchased on or after December 14, 2021, the Recognized Loss is \$0.00.
- For each Torchlight share purchased prior to September 21, 2020 and held as of May 5, 2021 or June 28, 2021, and:
 - Sold before the opening of trading on December 14, 2021, the Recognized Loss is \$0; or
 - Continuously held through the opening of trading on December 14, 2021, the Recognized Loss is your purchase price *minus* \$2.91 per share.

Recognized Loss Calculation – Call Options

9. For each Meta Materials' call option purchased, the Recognized Loss per option shall be calculated as follows:

- For each Meta Materials call option not held at the opening of trading on December 14, 2021, the Recognized Loss is \$0.00.
- For each Meta Materials call option purchased between September 21, 2020 and December 14, 2021, and held at the opening of trading on December 14, 2021, the Recognized Loss is the purchase price *minus* the intrinsic value of the Meta Materials call option on the date of exercise, where the intrinsic value shall be *the greater of*: (i) \$0.00 or (ii) \$2.91 per share *minus* the strike price of the option.

10. No Recognized Loss shall be calculated based upon the purchase or acquisition of any Meta Materials call option that had been previously sold or written.

11. **Maximum Recovery for Call Options:** Settlement proceeds available for Meta Materials call options purchased or otherwise acquired during the Class Period shall be limited to a total amount equal to 9.0% of the Net Settlement Fund.²

¹ \$2.91 is the closing price of Meta Materials common stock on December 14, 2021 (*i.e.*, the Corrective Disclosure Date).

² Meta Materials call option trading accounted for approximately 9.0% of total losses for Meta Materials common stock and call options during the Class Period. Consequently, claims for Meta Materials call option transactions are limited to 9.0% of the Settlement pursuant to the Plan of Allocation.

INSTRUCTIONS APPLICABLE TO ALL CLAIMANTS

12. The payment you receive will reflect your proportionate share of the Net Settlement Fund. Such payment will depend on the number of eligible securities that participate in the Settlement, and when those securities were purchased and sold. The number of claimants who send in claims varies widely from case to case.

13. A purchase or sale of Meta Materials common stock or call option shall be deemed to have occurred on the “contract” or “trade” date as opposed to the “settlement” or “payment” date.

14. Acquisition by Gift, Inheritance, or Operation of Law: If a Settlement Class Member acquired Meta Materials common stock or call options during the Class Period by way of gift, inheritance or operation of law, such a claim will be computed by using the date and price of the original purchase and not the date and price of transfer.

15. Notwithstanding any of the above, receipt of Meta Materials common stock or call options during the Class Period in exchange for securities of any other corporation or entity shall not be deemed a purchase or sale of Meta Materials common stock or call options.

16. The first-in-first-out (“FIFO”) basis will be applied to purchases and sales. Sales will be matched in chronological order, by trade date, first against like Meta Materials securities held as of the close of trading on September 20, 2020 (*i.e.*, the last trading day before the Class Period begins) and then against the purchases of like Meta Materials securities during the Class Period.

17. The date of covering a “short sale” is deemed to be the date of purchase of shares. The date of a “short sale” is deemed to be the date of sale of shares. In accordance with the Plan of Allocation, however, the Recognized Loss on “short sales” is zero. In the event that a claimant has an opening short position in Meta Materials common stock, the earliest Class Period purchases shall be matched against such opening short position and not be entitled to a recovery until that short position is fully covered.

18. If a Settlement Class Member has “written” Meta Materials call options, thereby having a short position in the call options, the date of covering such a written position is deemed to be the date of purchase or acquisition of the call option. The date on which the call option was written is deemed to be the date of sale of the call option. In accordance with the Plan of Allocation, however, the Recognized Loss on “written” Meta Materials call options is zero. In the event that a Claimant has an opening written position in Meta Materials call options, the earliest purchases or acquisitions of like-call options during the Class Period shall be matched against such opening written position, and shall not be entitled to a recovery, until that written position is fully covered.

19. With respect to Meta Materials common stock purchased through the exercise of a call or put option,³ the purchase date of Meta Materials common stock shall be the exercise date of the option and the purchase price shall be the closing price of Meta Materials common stock on the exercise date. Any Recognized Loss arising from purchases of Meta Materials common stock acquired during the Class Period through the exercise of an option on Meta Materials common stock shall be computed as provided for other purchases of Meta Materials common stock in the Plan of Allocation. The submission of Claims for such purchases of Meta Materials common stock acquired during the Class Period through the exercise of an option on Meta Materials common stock shall otherwise be subject to the same requirements described in this Notice and the Plan of Allocation for submitting a Claim for other purchases of Meta Materials common stock.

³ Including (1) purchases of Meta Materials common stock as the result of the exercise of a call option, and (2) purchases of Meta Materials common stock by the seller of a put option as a result of the buyer of such put option exercising that put option.

20. Payment according to the Plan of Allocation will be deemed conclusive against all Authorized Claimants. A Claimant's "Recognized Claim" under the Plan of Allocation shall be the sum of his, her or its Recognized Loss amounts. The Claims Administrator shall allocate to each Authorized Claimant a *pro rata* share of the Net Settlement Fund based on his, her, or its Recognized Claim as compared to the total Recognized Claims of all Authorized Claimants. No distribution will be made to Authorized Claimants who would otherwise receive a distribution of less than \$15.00.

21. Settlement Class Members who do not submit an acceptable Proof of Claim and Release form will not share in the Settlement proceeds. The Stipulation of Settlement dated January 19, 2024 ("Stipulation") and the Judgment dismissing this Litigation will nevertheless bind Settlement Class Members who do not submit a request for exclusion or submit an acceptable Proof of Claim and Release.

22. Please contact the Claims Administrator or Lead Counsel if you disagree with any determinations made by the Claims Administrator regarding your Recognized Loss. If you are unsatisfied with the determinations, you may ask the Court, which retains jurisdiction over all Settlement Class Members and the claims-administration process, to decide the issue by submitting a written request.

23. Defendants, their respective counsel, and all other Released Persons will have no responsibility or liability whatsoever for the investment of the Settlement Fund, the distribution of the Net Settlement Fund, the Plan of Allocation, or the payment of any claim. Plaintiff and Lead Counsel likewise will have no liability for their reasonable efforts to execute, administer, and distribute the Settlement.

24. Distributions will be made to Authorized Claimants after all claims have been processed and after the Court has finally approved the Settlement. If any funds remain in the Net Settlement Fund by reason of uncashed distribution checks or otherwise, then, after the Claims Administrator has made reasonable and diligent efforts to have Settlement Class Members who are entitled to participate in the distribution of the Net Settlement Fund cash their distributions, any balance remaining in the Net Settlement Fund after at least six (6) months after the initial distribution of such funds will be used in the following fashion: (i) first, to pay any amounts mistakenly omitted from the initial disbursement; (ii) second, to pay any additional settlement administration fees, costs, and expenses, including those of Lead Counsel as may be approved by the Court; and (c) finally, to make a second distribution to claimants who cashed their checks from the initial distribution and who would receive at least \$15.00, after payment of the estimated costs, expenses, or fees to be incurred in administering the Net Settlement Fund and in making this second distribution, if such second distribution is economically feasible.

HOW YOU GET A PAYMENT – SUBMITTING A CLAIM FORM

10. How Will I Get a Payment?

To qualify for payment, you must be an eligible Settlement Class Member and you must send in a claim form. A claim form is enclosed with this Notice. Read the instructions carefully, fill out the form, include all the documents the form asks for, sign it, and mail it postmarked no later than June 5, 2024 to the Claims Administrator at the address listed above or submit the electronic version by 11:59 p.m. EST on June 5, 2024 at www.MetaMaterialsSecuritiesSettlement.com.

11. When Will I Get My Payment?

The Court will hold a hearing on May 21, 2024 at 10:00 a.m., to decide whether to approve the settlement. If Magistrate Judge James R. Cho approves the class action settlement, there may be appeals. It is always uncertain whether these appeals can be resolved, and resolving them can take time, perhaps several years. Everyone who sends in a claim form will be informed of the determination with respect to their claim. Please be patient.

12. What Am I Giving Up to Get a Payment or Stay in the Class?

Unless you exclude yourself, you are staying in the Settlement Class, and that means that you cannot sue, continue to sue, or be part of any other lawsuit against the Defendants about the same legal

issues in this case, including but not limited to the action styled *Denton, et al. v. Palikaras, et al.*, No. A-23-878134-C (Clark Cty., NV). It also means that all of the Court's Order will apply to you and legally bind you and you will release your claims in this case against the Defendants. The terms of the release are included in the claim form that is enclosed.

EXCLUDING YOURSELF FROM THE SETTLEMENT

If you do not want a payment from this settlement, but you want to keep the right to sue or continue to sue any of the Defendants on your own about the same legal issues in this case, then you must take steps to get out of the Settlement Class. This is called excluding yourself or is sometimes referred to as opting out of the Settlement Class.

13. How Do I Get Out of the Settlement Class?

To exclude yourself from the Settlement Class, you must send a letter by mail stating that you want to be excluded from the Settlement in *In re Meta Materials Inc. Securities Litigation*, No. 1:21-cv-07203-CBA-JRC (E.D.N.Y.). You must include your name, address, telephone number, signature, and your transactions in Torchlight and/or Meta Materials securities from September 21, 2020 to June 24, 2022, both dates inclusive. You must include the dates, quantities, and prices associated with your transactions. You must mail your exclusion request postmarked no later than April 23, 2024 to:

Meta Materials Inc. Securities Litigation
c/o Strategic Claims Services, Inc.
600 N. Jackson Street, Suite 205
Media, PA 19063

If you ask to be excluded, you are not eligible to get any settlement payment, and you cannot object to the settlement. You will not be legally bound by anything that happens in this lawsuit.

14. If I Do Not Exclude Myself, Can I Sue the Defendants for the Same Thing Later?

No. Unless you exclude yourself, you give up any right to sue the Defendants for the claims resolved by the class action settlement. If you have a pending lawsuit against any of the Defendants, speak to your lawyer in that case immediately. Remember the exclusion deadline is April 23, 2024.

15. If I Exclude Myself, Can I Get Money from This Settlement?

No. If you exclude yourself, do not send in a claim form. But, you may sue, continue to sue, or be part of a different lawsuit against any of the Defendants. You should consult with a lawyer concerning your rights prior to excluding yourself from the Settlement.

THE LAWYERS REPRESENTING YOU

16. Do I Have a Lawyer in This Case?

The Court appointed the law firm of Levi & Korsinsky, LLP to represent you and other Settlement Class Members. These lawyers are called Lead Counsel. You will not be charged for the services of these lawyers. If you want to be represented by your own lawyer, you may hire one at your own expense.

17. How Will the Lawyers Be Paid?

Plaintiffs' Counsel will ask the Court for attorneys' fees of up to one-third of the Settlement Fund (\$1,000,000) and for reimbursement of their out-of-pocket litigation expenses up to \$60,000 that were advanced in connection with the Litigation, plus interest. Such sums as may be approved by the Court will be paid from the Settlement Fund. Settlement Class Members are not personally liable for any such fees or expenses.

The attorneys' fees and expenses requested will be the only payment to Lead Counsel for their efforts in achieving this settlement and for the risk in undertaking this representation on a wholly contingent basis. To date, Lead Counsel has not been paid for their services for conducting this litigation

on behalf of the Lead Plaintiff and Settlement Class nor for their substantial out-of-pocket expenses. The fees requested will compensate Lead Counsel for their work in achieving the Settlement Fund and is well within the range of fees awarded to class counsel under similar circumstances in other cases of this type. The Court may award less than this amount.

Lead Counsel will also request an award in an amount not to exceed a total of \$10,000 for the Plaintiffs and potentially other plaintiff representatives as reimbursement for their time and expenses serving as the representative plaintiffs during this Litigation. All amounts, including expenses incurred by the Claims Administrator for disseminating notice of this settlement, will be requested before distribution of the Net Settlement Fund to Settlement Class Members. Again, such sums as may be approved by the Court will be paid from the Settlement Fund.

OBJECTING TO THE SETTLEMENT

You can tell the Court that you do not agree with the settlement or some part of it.

18. How Do I Tell the Court that I Do Not Like the Settlement?

If you are a Settlement Class Member, you can object to the settlement if you do not like any part of it. You can give reasons why you think the Court should not approve it. The Court will consider your views. To object, you must send a letter to the Court saying that you object to the settlement in *In re Meta Materials Inc. Securities Litigation*, No. 1:21-cv-07203-CBA-JRC (E.D.N.Y.). Be sure to include your name, address, telephone number, the reasons you object to the Settlement, and documentation of your transactions in Torchlight and/or Meta Materials securities from September 21, 2020 to June 24, 2022, both dates inclusive. The documentation must include the dates, quantities, and prices associated with your transactions. Any objection to the settlement must be filed with the Court no later than April 23, 2024.

19. What's the Difference Between Objecting and Excluding?

Objecting is simply telling the Court that you do not like something about the settlement. You can object *only if* you stay in the Settlement Class. Excluding yourself is telling the Court that you do not want to be part of the Settlement Class. If you exclude yourself, you have no basis to object because the case no longer affects you.

THE COURT'S FAIRNESS HEARING

The Court will hold a hearing to decide whether to approve the settlement. You may attend and you may ask to speak, but you do not have to.

20. When and Where Will the Court Decide Whether to Approve the Settlement?

The Court will hold a fairness hearing at 10:00 a.m., on May 21, 2024, in Courtroom 11D South at the United States District Court for the New York Eastern District, 225 Cadman Plaza East, Brooklyn, New York 11201. At this hearing the Court will consider whether the settlement of the Litigation is fair, reasonable, and adequate. If there are objections, the Court will consider them. Magistrate Judge James R. Cho will listen to people who have asked to speak at the hearing. The Court will also consider how much to pay to Lead Counsel and whether an award to the Plaintiffs is appropriate. The Court may decide these issues at the hearing or take them under consideration. We do not know how long these decisions will take.

21. Do I Have to Come to the Hearing?

No. Lead Counsel will answer questions Magistrate Judge James R. Cho may have. But, you are welcome to come at your own expense. If you send an objection, you do not have to come to Court to talk about it. As long as you mailed your written objection on time, the Court will consider it. You may also pay your own lawyer to attend, but it is not necessary.

22. May I Speak at the Hearing?

You may ask the Court for permission to speak at the Settlement Hearing. To do so, you must send a letter saying that it is your intention to appear in *In re Meta Materials Inc. Securities Litigation*, No. 1:21-cv-07203-CBA-JRC (E.D.N.Y.). Be sure to include your name, address, telephone number, and documentation of your transactions in Torchlight and/or Meta Materials securities from September 21, 2020 to June 24, 2022, both dates inclusive. The documentation must include the dates, quantities, and prices associated with your transactions. You cannot speak at the hearing if you exclude yourself from the Settlement Class.

IF YOU DO NOTHING

23. What Happens if I Do Nothing At All?

If you do nothing, you will get no money from this Settlement. But, unless you exclude yourself, you will not be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against the Defendants about the same legal issues in this case.

GETTING MORE INFORMATION

24. Are There More Details About the Settlement?

This Notice summarizes the proposed settlement. More details are in the Stipulation. You can get a copy of the Stipulation or more information about the Settlement by visiting www.MetaMaterialsSecuritiesSettlement.com.

You can also contact the Claims Administrator:

Meta Materials Inc. Securities Litigation
c/o Strategic Claims Services, Inc.
600 N. Jackson Street, Suite 205
Media, PA 19063
Toll-free: (866) 274-4004
Fax: (610) 565-7985
Email: info@strategicclaims.net

Or Lead Counsel

Levi & Korsinsky, LLP
Attn: Adam M. Apton
33 Whitehall Street, 17th Floor
New York, NY 10004
Telephone: (212) 363-7500
Email: aapton@zlk.com

You can also obtain a copy from the Clerk's Office during regular business hours:

Clerk of Court
United States District Court for the New York Eastern District
225 Cadman Plaza East
Brooklyn, NY 11201

DO NOT TELEPHONE THE COURT OR DEFENDANTS' COUNSEL REGARDING THIS NOTICE

SPECIAL NOTICE TO NOMINEES

If you hold shares of any Torchlight and/or Meta Materials security: (i) purchased from September 21, 2020 to June 24, 2022, both dates inclusive, or (ii) held as of May 5, 2021 or June 28, 2021 (regardless of when they were purchased), then, within ten (10) days after you received a notice, you must either: (1) send a copy of the Postcard Notice by first class mail to all such beneficial owners; or (2) provide a list of names, addresses and email addresses of such Persons/Entities to the Claims Administrator; or (3) send a link to the location of the Long Notice and Proof of Claim and email the link to Settlement Class Members:

Meta Materials Inc. Securities Litigation
c/o Strategic Claims Services, Inc.
600 N. Jackson Street, Suite 205
Media, PA 19063

If you choose to mail the Postcard Notice yourself, you may obtain from the Claims Administrator (without cost to you) as many additional copies of these documents as you will need to complete the mailing.

Regardless of whether you choose to complete the mailing or emailing yourself or elect to have the mailing performed for you, you may seek reimbursement of their reasonable expenses actually incurred up to a maximum of \$0.03 per name, address and email address provided to the Claims Administrator; or up to \$0.03 per Postcard Notice mailed, plus postage at the rate used by the Claims Administrator; or up to \$.03 per email sent.

DATED: FEBRUARY 6, 2024

**BY ORDER OF THE UNITED STATES
DISTRICT COURT FOR THE
EASTERN DISTRICT OF NEW YORK**

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK**

IN RE META MATERIALS INC.
SECURITIES LITIGATION

Case No. 1:21-cv-07203-CBA-JRC

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To recover as a member of the Settlement Class based on your claims in the action entitled *In re Meta Materials Inc. Securities Litigation*, Case No. 1:21-cv-07203-CBA-JRC (the “Litigation”), you must complete and, on page 19 hereof, sign this Proof of Claim and Release. If you fail to file a properly addressed (as set forth in paragraph 3 below) Proof of Claim and Release, your claim may be rejected and you may be precluded from any recovery from the Settlement Fund created in connection with the proposed settlement of the Litigation.⁴

2. Submission of this Proof of Claim and Release, however, does not assure that you will share in the proceeds of settlement in the Litigation.

3. **YOU MUST SUBMIT AN ELECTRONIC VERSION OR MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE ON OR BEFORE JUNE 5, 2024, ADDRESSED AS FOLLOWS:**

Meta Materials Inc. Securities Litigation
c/o Strategic Claims Services, Inc.
600 N. Jackson Street, Suite 205
Media, PA 19063

4. If you are a Class Member, you are bound by the terms of any judgment entered in the Action, **WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE FORM** unless you timely and validly request exclusion from the Settlement Class pursuant to the Notice.

II. CLAIMANT IDENTIFICATION

1. If you purchased or acquired Meta Materials Inc. f/k/a Torchlight Energy Resources, Inc. (“Meta Materials”) securities and held the certificate(s) in your name, you are the beneficial purchaser or acquirer as well as the record purchaser or acquirer. If, however, the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser and the third party is a record purchaser.

2. Use Part I of this form entitled “Claimant Identification” to identify each purchaser of record (“nominee”), if different from the beneficial purchaser of Meta Materials securities which form the basis of this claim. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER OR PURCHASERS, OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER OR PURCHASERS OF THE META MATERIALS SECURITIES UPON WHICH THIS CLAIM IS BASED.**

3. All joint purchasers must sign this claim. Executors, administrators, guardians, conservators and trustees must complete and sign this claim on behalf of Persons represented by them; their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

⁴ Unless otherwise stated, all terms used in this Proof of Claim and Release shall have the same meanings as set forth in the Stipulation of Settlement dated January 19, 2024 (“Stipulation”) filed with the Court.

III. CLAIM FORM

1. Use Part II and Part III of this form entitled “Schedule of Transactions” to supply all required details of your transaction(s). If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

2. On the schedules, provide all of the requested information with respect to *all* of your purchases or acquisitions and *all* of your sales of Torchlight and/or Meta Materials securities which took place at any time between September 21, 2020 and December 14, 2021, inclusive, whether such transactions resulted in a profit or a loss. If you purchased Torchlight stock prior to September 21, 2020 and held those shares through December 14, 2021, provide the same information as requested above. Failure to report all such transactions may result in the rejection of your claim.

3. List each transaction in the Class Period separately and in chronological order by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list. For call option transactions, you must also provide type of contract, number of contracts, maturity date, strike price, and transaction type (*e.g.*, buy to open, buy to close, sell to open, sell to close).

4. Broker confirmations or other documentation of your transactions in Torchlight and/or Meta Materials securities should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim. For shares of Torchlight held as of September 20, 2020, you need to provide the cost basis of these shares.

5. The above requests are designed to provide the minimum amount of information necessary to process the simplest claims.

6. **NOTICE REGARDING INSTITUTIONAL FILERS:** Representatives with authority to file on behalf of (a) accounts of multiple Settlement Class Members and/or (b) institutional accounts with large numbers of transactions (“Representative Filers”) must submit information regarding their transactions in an electronic spreadsheet format. If you are a Representative Filer, you must contact the Claims Administrator at efile@strategicclaims.net or visit their website at www.strategicclaims.net/institutional-filers/ to obtain the required file layout. Claims which are not submitted in electronic spreadsheet format and in accordance with the Claims Administrator’s instructions may be subject to rejection. All Representative Filers **MUST** also submit a manually signed Proof of Claim and Release, as well as proof of authority to file (see Item 3 of the Claimant Identification), along with the electronic spreadsheet format. No claims submitted in electronic spreadsheet format will be considered to have been properly submitted unless the Claims Administrator issues to the Claimant a written acknowledgment of receipt and acceptance of electronically submitted data.

7. **NOTICE REGARDING ONLINE FILING:** Claimants who are not Representative Filers may submit their claims online using the electronic version of the Proof of Claim and Release hosted at www.MetaMaterialsSecuritiesSettlement.com. If you are not acting as a Representative Filer, you do not need to contact the Claims Administrator prior to filing; you will receive an automated e-mail confirming receipt once your Proof of Claim and Release has been submitted. If you are unsure if you should submit your claim as a Representative Filer, please contact the Claims Administrator at info@strategicclaims.net or (866) 274-4004. If you are not a Representative Filer, but your claim contains a large number of transactions, the Claims Administrator may request that you also submit an electronic spreadsheet showing your transactions to accompany your Proof of Claim and Release.

UNITED STATES DISTRICT COURT
 EASTERN DISTRICT OF NEW YORK
In re Meta Materials Inc. Securities Litigation
 Case No. 1:21-cv-07203-CBA-JRC
PROOF OF CLAIM AND RELEASE
 Must be Postmarked No Later Than
 June 5, 2024
 Please Type or Print

PART I: CLAIMANT IDENTIFICATION

Beneficial Owner Name		
Record Owner Name		
Address		
City	State	Zip Code
Foreign Province	Foreign Country	
Telephone Number (Work)	Telephone Number (Home)	
Email		
Social Security Number (for individuals):	OR	Taxpayer Identification Number (for estates, trusts, corporations, etc.):

Claimant Account Type (check appropriate box):

- | | | |
|---|---|--------------------------------|
| <input type="checkbox"/> Individual (includes joint owner accounts) | <input type="checkbox"/> Pension Plan | <input type="checkbox"/> Trust |
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Estate | |
| <input type="checkbox"/> IRA/401K | <input type="checkbox"/> Other _____ (please specify) | |

PART II: SCHEDULE OF TRANSACTIONS IN COMMON STOCK

A. Number of shares of Meta Materials and/or Torchlight common stock held at the close of trading on September 20, 2020: _____. The Cost Basis of these shares is: _____.

B. Purchases of common stock from September 21, 2020 and prior to the close of trading on December 14, 2021:

	Trade Date Mo. Day Year	Number of Shares Purchased	Price per Share	Total Purchase Price
1.				
2.				
3.				

C. Sales of common stock from September 21, 2020 and prior to the close of trading on December 14, 2021, inclusive:

	Trade Date Mo. Day Year	Number of Shares Sold	Price per Share	Total Sale Price
1.				
2.				
3.				

D. Number of shares of Meta Materials common stock held at the close of trading on December 14, 2021: _____

If you require additional space, attach extra schedules in the same format as above. Please attach extra schedules for option transactions that contain the information requested above in Section III. Sign and print your name on each additional page.

PART III: SCHEDULE OF TRANSACTIONS IN CALL OPTIONS

A. Separately list all positions in Meta Materials and/or Torchlight Call Option contracts in which you had an open interest as of the close of trading on September 20, 2020:

Strike Price	Expiration Date	Number of Call Option Contracts

B. Separately list each and every purchase/acquisition (including free receipts) of Call Option contracts from after the opening of trading on September 21, 2020, through and including the opening of trading on December 14, 2021:

Transaction Type (Buy to Open/Buy to Close)	Purchase Date	Strike Price	Expiration Date	Number of Call Option Contracts	Purchase/Acquisition Price Per Call Option Contract	Total Purchase/Acquisition Price	Exercised/Assigned/Expired	Exercise /Assign/ Expired Date

C. Separately list each and every sale/disposition (including free deliveries) of Call Options from after the opening of trading on September 21, 2020, through and including the opening of trading on December 14, 2021:

Transaction Type (Sell to Open/Sell to Close)	Sale Date	Strike Price	Expiration Date	Number of Call Option Contracts	Sale Price Per Call Option Contract	Total Sale Price	Exercised/ Assigned/ Expired	Exercise/Assign /Expired Date

D. Separately list all positions in Meta Materials and/or Torchlight Call Option contracts in which you had an open interest as of the opening of trading on December 14, 2021:

Strike Price	Expiration Date	Number of Call Option Contracts

If you require additional space, attach extra schedules in the same format as above. Please attach extra schedules for option transactions that contain the information requested above in Section III. Sign and print your name on each additional page.

YOU MUST READ AND SIGN THE RELEASE ON PAGE 19. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.

IV. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim and Release under the terms of the Stipulation described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Eastern District of New York, with respect to my (our claim) as a Settlement Class Member (as defined in the Notice) and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Litigation. I (We) agree to furnish additional information to Lead Counsel to support this claim if required to do so. I (We) have not submitted any other claim covering the same purchases or sales of Meta Materials securities during the Class Period and know of no other Person having done so on my (our) behalf.

V. RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release, relinquish and discharge all of the Released Plaintiffs’ Claims.

2. “Released Plaintiffs’ Claims” means any and all claims, demands, rights, liabilities, and causes of action of every nature and description, whether known or Unknown Claims, asserted or unasserted, mature or not mature, contingent or absolute, liquidated or unliquidated, accrued or unaccrued, whether arising under federal, state, statutory, regulatory, common or foreign law concerning, based on, arising out of, or in connection with (i) the purchase, sale, or ownership of Torchlight and/or Meta Materials securities between September 21, 2020 and June 24, 2022, both dates inclusive; and (ii) all claims alleged or that could have been alleged in the Federal and State Actions, including but not limited to any acts or omissions relating to disclosures, public filings, registration statements, press releases, presentations, or other statements made by the Settling Defendants. The release shall not include any derivative claims asserted by shareholders on behalf of Meta Materials in the related shareholder

derivative action, captioned *Hines v. Palikaras, et al.*, Case No. 1:22-cv-00248-CBA-JRC (E.D.N.Y.).

3. “Unknown Claims” means any and all Released Claims which Settling Plaintiffs, Plaintiffs’ Counsel, any Settlement Class Members, Settling Defendants, or Settling Defendants’ counsel do not know or suspect to exist in his, her, its, or their favor at the time of the release which, if known by him, her, it, or them might have affected his, her, its, or their settlement with and release of the Settling Parties, or might have affected his, her, its, or their decision(s) with respect to the Settlement. Unknown Claims include those Released Claims in which some or all of the facts comprising the claim may be suspected, or that may be undisclosed or hidden. With respect to any and all Released Claims, the Settling Parties stipulate and agree that, upon the Effective Date, Settling Plaintiffs and the Settlement Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived and relinquished the provisions, rights, and benefits conferred by or under California Civil Code § 1542, or any other law of the United States or any state or territory of the United States, or principle of common law that is similar, comparable, or equivalent to § 1542, which provides:

A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS THAT THE CREDITOR OR RELEASING PARTY DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE AND THAT, IF KNOWN BY HIM OR HER, WOULD HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR OR RELEASED PARTY.

Settling Plaintiffs acknowledge that they may hereafter discover facts in addition to or different from those which they or their counsel now knows or believes to be true with respect to the subject matter of the Released Claims, but the Settling Plaintiffs shall expressly settle and release, and each Settlement Class Member upon the Effective Date, shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever settled and released any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, reckless, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. The Settling Parties acknowledge, and the Settlement Class Members shall be deemed by operation of the Judgment to have acknowledged, that the foregoing waiver was separately bargained for and is a key element of the Settlement of which this release is a part.

4. This release shall be of no force or effect unless and until the Court approves the Settlement set forth in the Stipulation and it becomes effective on the Effective Date.

5. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

6. I (We) hereby warrant and represent that I (we) have included information about all of my (our) transactions in Meta Materials and/or Torchlight securities that occurred prior to or during the Class Period, as necessary, and the number and type of Meta Materials securities held by me (us) on September 21, 2020 and December 14, 2021.

7. I (We) certify that I am (we are) not subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code.

Note: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.

I (We) declare under penalty of perjury under the laws of the United States of America that the foregoing information supplied by the undersigned is true and correct.

Executed this _____ day of _____, 202__ in _____.
(Month/Year) (City/State/Country)

(Sign your name here)

(Sign your name here)

(Type or print your name here)

(Type or print your name here)

(Capacity of person(s) signing e.g., Beneficial
Purchaser, Executor or Administrator)

(Capacity of person(s) signing e.g., Beneficial
Purchaser, Executor or Administrator)

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.
THANK YOU FOR YOUR PATIENCE.**

**THIS PROOF OF CLAIM AND RELEASE MUST BE SENT NO LATER THAN JUNE 5,
2024.**

By electronic version at www.MetaMaterialsSecuritiesSettlement.com.

**By Mail:
Meta Materials Inc. Securities Litigation
c/o Strategic Claims Services, Inc.
600 N. Jackson Street, Suite 205
Media, PA 19063**

Meta Materials Inc. Securities Litigation
c/o Strategic Claims Services
600 N. Jackson Street, Suite 205
Media, PA 19063

IMPORTANT LEGAL NOTICE – PLEASE FORWARD

Reminder Checklist:

1. Please sign the above release and declaration.
2. If this Claim is being made on behalf of Joint Claimants, then both must sign.
3. Remember to attach copies of supporting documentation if available.
4. Do not send originals of certificates.
5. Keep a copy of your claim form and all supporting documentation for your records.
6. If you desire an acknowledgement of receipt of your claim form, please send it Certified Mail, Return Receipt Requested.
7. If you move, please send your new address to the address below.
8. Do not use red pen or highlighter on the Proof of Claim and Release form or supporting documentation.