

META MATERIALS INC.
INSIDER TRADING POLICY

1. PURPOSE

The purpose of this Policy is to assist the directors, officers employees, and consultants of Meta Materials Inc. ("**Company**") and its subsidiaries in complying with the prohibitions under applicable securities laws against insider trading, tipping and recommending trades in the securities of the Company and other issuers in certain circumstances. This Policy also contains additional pre-clearance, black-out and other trading restrictions and provisions for maintaining the confidentiality of information in certain circumstances.

United States and Canadian securities laws prohibit persons in a special relationship with the Company from:

- Purchasing or selling securities of the Company with knowledge of a material fact or material change with respect to the Company that has not been generally disclosed. This is the prohibition against insider trading.
- Informing, other than in the necessary course of business, another person or company of a material fact or material change with respect to the Company that has not been generally disclosed. This is the prohibition against tipping.
- Recommending or encouraging, other than in the necessary course of business, another person or company to purchase or sell securities of the Company with knowledge of a material fact or a material change with respect to the Company that has not been generally disclosed. This is the prohibition against recommending trades.

These prohibitions may also apply to persons in a special relationship with the Company with respect to the securities of other issuers with which the Company does business or may do business in circumstances where such persons may have knowledge of an undisclosed material fact or material change regarding such issuer.

Persons in a special relationship with the Company include directors, officers, employees and consultants of the Company and its subsidiaries and other insiders as defined under applicable securities laws.

This Policy applies to all directors, officers, employees and consultants of the Company and its subsidiaries. In addition, certain sections of the Policy also apply to the related persons of directors, officers, employees and consultants ("**Related Persons**") which include an individual's spouse, minor children and anyone else living in the individual's household and any legal entities controlled by the individual.

2. PROHIBITION ON INSIDER TRADING, TIPPING AND RECOMMENDING TRADES IN SECURITIES OF THE COMPANY

No director, officer, employee or consultant of the Company or any of its subsidiaries or any Related Person shall:

- Purchase or sell securities of the Company with knowledge of material information relating to the Company that has not been generally disclosed to the public.
- Inform, other than in the necessary course of business, another person or company of material information relating to the Company that has not been generally disclosed to the public.
- Recommend or encourage, other than in the necessary course of business, another person or company to purchase or sell securities of the Company with knowledge of material information relating to the Company that has not been generally disclosed.

A security of the Company will include common shares, preferred shares, debt securities, convertible securities, warrants, options, equity-based compensation awards or any other securities that obligate the Company to issue or sell any securities of the Company or give any person the right to subscribe for or acquire securities of the Company. A security of the Company will also include:

- A put, call option or other right or obligation to purchase or sell securities of the Company.
- A security, the market price of which varies materially with the market price of the securities of the Company.
- A related derivative

Material information includes material facts and material changes (as such terms are defined under applicable securities laws) and is any information relating to the business and affairs of the Company that results or would reasonably be expected to result in a significant change in the market price or value of the Company's securities.

The following is a non-exhaustive list of examples of the types of events or information that may be material:

- Changes in corporate structure:
 - changes in share ownership that may affect control of the Company;
 - major reorganizations, amalgamations or mergers;
 - take-over bids, issuer bids or insider bids.
- Changes in capital structure:
 - the public or private sale of additional securities;
 - planned repurchases or redemptions of securities;
 - any share consolidation, share split, share exchange or stock dividend;
 - changes in the Company's dividend payments or policies;

- the possible initiation of a proxy fight;
- material modifications to rights of security holders.
- Changes in financial results:
 - a significant increase or decrease in near-term earnings prospects;
 - unexpected changes in the financial results for any periods;
 - shifts in financial circumstances, such as cash flow reductions, major asset write-offs or write-downs;
 - changes in the value or composition of the Company's assets;
 - any material change in the Company's accounting policy.
- Changes in business and operations:
 - any development that materially affects the Company's resources, technology, products or markets;
 - a significant change in capital investment plans or corporate objectives;
 - major labour disputes or significant disputes with major contractors or suppliers;
 - significant new contracts, products, patents, or services or significant losses of contracts or business;
 - significant discoveries by resource companies;
 - changes to the board of directors or executive management, including the departure of the Company's CEO, CFO, COO or president (or persons in equivalent positions);
 - the commencement of, or developments in, material legal proceedings or regulatory matters;
 - waivers of corporate ethics and conduct rules for officers, directors and other key employees;
 - any notice that reliance on a prior audit is no longer permissible;
 - de-listing of the Company's securities or their movement from one quotation system or exchange to another.
- Acquisitions and dispositions:
 - significant acquisitions or dispositions of assets, property or joint venture interests;

- acquisitions of other companies, including a take-over bid for, or merger with, another company.
- Changes in credit arrangements:
 - the borrowing or lending of a significant amount of money;
 - any mortgaging or encumbering of the Company's assets;
 - defaults under debt obligations, agreements to restructure debt or planned enforcement procedures by a bank or any other creditors;
 - changes in rating agency decisions;
 - significant new credit arrangements.

Material information is non-public until it has been generally disclosed by news release disseminated through a news wire service and investors have been given a reasonable amount of time to analyze the information.

If a director, officer, employee or consultant is in any doubt as to whether certain undisclosed information is material or whether such information has been disclosed, such individual should consult the Company's legal counsel before engaging in a transaction or otherwise taking any action.

3. ADDITIONAL RESTRICTIONS FOR DIRECTORS, OFFICERS AND DESIGNATED EMPLOYEES

Pre-Clearance

In order to assist in preventing even the appearance of an improper insider trade, all proposed transactions in securities of the Company by directors and officers of the Company must be pre-cleared with the Company's Chief Financial Officer.

Persons subject to the pre-clearance restriction should contact the Chief Financial Officer at least two business days (or such shorter period as the Chief Financial Officer may determine) in advance and may not effect any transaction subject to the pre-clearance request unless given clearance to do so. Any pre-clearance request that has been granted will be valid only for three business days following the approval date unless terminated earlier by the Chief Financial Officer. If a transaction for which pre-clearance has been granted is not effected within such period, the transaction must be pre-cleared again.

To the extent that a material event or development affecting the Company remains non-public, persons subject to the pre-clearance requirement will not be given permission to effect transactions in securities of the Company. Such persons may not be informed of the reason they may not trade. Any person that is made aware of the reason for an event-specific prohibition on trading shall not disclose the reason for the prohibition to third parties and should avoid disclosing the existence of the prohibition.

Black-Out Periods

No trades or other transactions in securities of the Company (including the net exercise of stock options or transactions involving other forms of equity-based compensation) shall be carried out by directors and officers of the Company and all employees who receive notice from the Company's Chief Financial Officer that they are designated blacked-out employees in respect of a given period during the period of time beginning on the last business day of each fiscal quarter until the completion of two full trading days after the financial results for the quarter have been disclosed by the Company by way of a news release or EDGAR filing.

Trading black-out periods may also be prescribed from time to time as a result of special circumstances relating to the Company. All directors and officers and employees with knowledge of such special circumstances will be covered by the black-out.

Provided that there is no other material non-public information, the board of directors of the Company may approve the grant of stock options or other forms of equity-based compensation awards during the period of any trading black-out so long as the grant date and strike price for such options, or the value of other equity based compensation used to determine the number of shares, is established using the fair market value at least 2 full trading days after the quarterly financial results of the Company have been disclosed by the Company by way of a news release or EDGAR filing.

4. MAINTAINING CONFIDENTIALITY

All directors, officers, employees and consultants of the Company and its subsidiaries are prohibited from informing, other than in the necessary course of business, another person or company of material undisclosed information relating to the Company.

A director, officer, employee or consultant of the Company and its subsidiaries may disclose material undisclosed information to third parties where doing so is in the necessary course of business. This exception would generally cover communications with:

- Vendors, suppliers, or strategic partners on issues such as research and development, sales and marketing, and supply contracts.
- Employees, officers, board members and consultants.
- Lenders, legal counsel, auditors, underwriters, and financial and other professional advisors to the Company.
- Parties to negotiations.
- Labour unions and industry associations.
- Government agencies and non-governmental regulators.
- Credit rating agencies (provided that the information is disclosed for the purpose of assisting the agency to formulate a credit rating and the agency's ratings generally are or will be publicly available).

Communicating material undisclosed information to family members, friends or other third parties constitutes tipping and can result in serious consequences for the Company and the persons communicating and receiving the information.

Information communicated internally and externally to outside parties in the necessary course of business should be done on a need to know basis consisting only of that information that is necessary for the recipient to be able to perform its responsibilities.

Outside parties who are aware of material undisclosed information relating to the Company must be advised that:

- The information is confidential.
- They must not communicate that information to anyone else except in the necessary course of business and on a need-to-know basis.
- They are subject to the insider trading, tipping and recommending prohibitions of applicable securities laws.

An outside party will generally be required to enter into a confidentiality agreement with the Company except in circumstances where the party owes a duty of trust or confidence to the Company.

In order to prevent the misuse or inadvertent disclosure of material undisclosed information, the following procedures should be observed:

- Documents and files containing confidential information should be kept in a safe place to which access is restricted to individuals on a need-to-know basis.
- Code names should be used where appropriate.
- Confidential matters should not be discussed in places where discussion could be overheard (for example, elevators, hallways, restaurants, airplanes or taxis).
- Reasonable care should be exercised in the use of wireless telephones or other wireless devices.
- Confidential documents should not be read or displayed in public places and should not be discarded where others can retrieve them.
- Employees and consultants must ensure that they maintain the confidentiality of information in their possession outside of the office as well as inside the office.
- Reasonable care should be exercised in the transmission of confidential information by electronic means.
- Unnecessary copying of confidential documents should be avoided and documents containing confidential information should be promptly removed from conference rooms and work areas after meetings are concluded.
- Extra copies of confidential documents should be shredded or otherwise destroyed.
- Access to confidential electronic data should be restricted through the use of passwords.

5. APPLICABILITY OF POLICY TO SECURITIES AND MATERIAL UNDISCLOSED INFORMATION OF OTHER COMPANIES

The prohibitions contained in this Policy with respect to insider trading, tipping and recommending trades in securities of the Company will also apply to directors, officers, employees and consultants of the Company and its subsidiaries in relation to the securities of other companies in circumstances where such persons may be in possession of material undisclosed information relating to such companies obtained in the course of the Company's business. In these circumstances, information about other companies should be treated in the same way as comparable information relating to the Company.

6. INSIDER REPORTING

In addition to the obligations described above, certain insiders are subject to additional reporting obligations. The Company's legal counsel is available to assist reporting insiders in completing and filing the required insider reports. Any reporting insiders who file their own reports are asked to promptly provide a copy of those reports to the Company's Chief Financial Officer so that the Company's records may be updated. Reporting insiders are reminded that they remain personally responsible for ensuring that their insider reports are completed and filed in accordance with the requirements of applicable securities laws.

7. POTENTIAL PENALTIES AND CIVIL LIABILITIES

Under applicable securities law, persons found guilty of violating the prohibitions against insider trading, tipping or recommending trades may be subject to fines and/or an accounting of any profits. A person who violates the insider trading and tipping provisions of applicable securities law may also be liable to compensate for damages the buyer or seller of securities (in the case of insider trading) or any person that bought or sold securities to or from a tippee (in the case of tipping) and otherwise prohibited from trading in securities or acting as an officer or director of a company. In addition, there may also be penalties under the criminal and applicable corporate statutes for persons found guilty of insider trading and tipping.

Both the SEC and the Nasdaq Stock Market are very effective at detecting and pursuing insider trading cases, and they have aggressively prosecuted such traders and tippers. Employees and others who engage in insider trading or tipping can face a substantial jail term (up to 20 years), civil fines up to three times the profit gained (or loss avoided) by that person and/or his or her "tippees," as well as criminal fines up to \$5,000,000. The Sarbanes-Oxley Act of 2002 increased the maximum criminal fine for corporations to \$25,000,000. In addition, under the Insider Trading and Securities Fraud Enforcement Act of 1988, the Company and its supervisory personnel, if they fail to take appropriate steps to prevent illegal insider trading, are subject to civil fines up to \$1,000,000 or, if greater, three times the profit gained (or loss avoided) as a result of an employee's violation, as well as significant criminal fines.

8. PROHIBITION AGAINST SHORT SELLING, HEDGING AND OTHER TRANSACTIONS

The following transactions by insiders and all other individuals holding positions at or above the vice president level with respect to securities of the Company are also specifically prohibited:

- Short sales.
- Monetization of equity awards (such as stock options, deferred and restricted share units, and other equity-like securities).
- Transactions in derivatives on Company securities (such as put and call options).

- Any other hedging or equity monetization transactions where the individual's economic interest and risk exposure in the Company's securities are changed (such as collars or forward sales contracts).

The prohibitions in this section do not apply to trades associated with the exercise of stock options or other trades associated with Company approved equity-based compensation awards.

Notwithstanding the prohibitions contained in this Section 8, the Company's Chief Financial Officer may in exceptional circumstances waive the prohibition contained in Section 8 provided that the individual seeking the waiver does not have any undisclosed material information and that making such a waiver would not otherwise violate any applicable securities laws. The Chief Financial Officer will report any such waivers to the Nominating and Corporate Governance Committee at its next regularly scheduled meeting.

9. ACKNOWLEDGEMENT AND CERTIFICATION

I, _____ (name), acknowledge that on _____ (date), I received a copy of the Company's Insider Trading Policy and I read it, understood it and agree to comply with it.

Signature

Witness

Print Name

Date

Summary of Limitations on Trading

Program Element	When	Who
Company Blackouts	<ol style="list-style-type: none"> 1. Starting at 4:00 p.m. Eastern Standard Time on the last business day of each fiscal quarter and ending at 4:00 p.m. on the trading day following two (2) full trading days after the release of The Company's quarterly or annual earnings results; and 2. On an as needed basis, determined by the Chief Financial Officer. 	<ol style="list-style-type: none"> 1. All employees 2. All officers 3. All Board Members 4. All consultants 5. All Family Members of the foregoing <p>Trading limitation not applicable to sales pursuant to Planned Sale Program</p>
Issue-specific Blackouts	On an as needed basis	<ol style="list-style-type: none"> 1. Only those employees who have a need to know the specific material non-public information (and Family Members of the foregoing) <p>Trading limitation not applicable to sales pursuant to Planned Sale Program</p>
Pre-clearance	Year-round	<ol style="list-style-type: none"> 1. All Section 16 reporting persons (<i>i.e.</i>, Board Members and officers) 2. Other employees designated by the Chief Financial Officer 3. All Family Members of the foregoing

		Trading limitation not applicable to sales pursuant to Planned Sale Program
No Hedging	Year-round	All Covered Persons
No "Short Sales"	Year-round	All Covered Persons

Planned Sale Programs (i.e., 10b5-1 Plans):

- Can only adopt, amend or modify them when there is no applicable blackout in effect
- Allows for sales during blackouts
- Allows for sales without pre-clearance
- Not mandatory for any employee, but strongly encouraged for all employees who have an intent to sell Company stock