Form **8937**

(December 2017) Department of the Treasury Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-0123

Part I Reporting	Issuer				
1 Issuer's name		2 Issuer's employer identification number (EIN)			
NA-t- Adata viala la (6) a 7					
Meta Materials Inc. (fka: 1	orchlight Energy Re	74-3237581			
3 Name of contact for ac	aditional information	4 Telephon	e No. of contact	5 Email address of contact	
Ahmed Shebli			613-266-9076	ahmed.shebl@metamaterial.com	
6 Number and street (or	P.O. box if mail is not	7 City, town, or post office, state, and ZIP code of contact			
1 December Daison					
1 Research Drive 8 Date of action		Dartmouth, NS B2Y 4M9 Canada			
		o oldoo	ification and description		
06/25/2021		COMMON	STOCK		
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)	
89102U103			MMAT		
	onal Action Attac	ch additional	statements if needed. Se	ee back of form for additional questions.	
14 Describe the organiza	ational action and, if a	applicable, the	date of the action or the dat	te against which shareholders' ownership is measured for	
the action ► SEE A	TTACHED				
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15 Describe the quantita	tive effect of the orga	nizational acti	on on the basis of the securi	ity in the hands of a U.S. taxpayer as an adjustment per	
share or as a percent	age of old basis ▶ SE	F ATTACHE	or or the basis of the securi	ity in the hands of a 0.5. taxpayer as an adjustment per	
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J.					
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16 Describe the calculati	on of the change in I				
valuation dates ► <u>SEI</u>	on or the change in b	asis and the d	ata that supports the calcula	ation, such as the market values of securities and the	
valuation dates > SEI	EATTACHED				

Par	III	Organizational Action (cont.	inued)			Page
		e applicable Internal Revenue Code s 354, 356, 358		upon which the tax	treatment is based	d ▶
JEOT	10143	334, 330, 330				

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18	∩an ar	ny resulting loss be recognized? ► §	CEE ATTACHED			
10	Janai	ry resulting loss be recognized?	BEE ATTACHED			
19 F	Provide	e any other information necessary to	implement the adjustment,	such as the reportab	ole tax year ▶ SEE	ATTACHED
-						
						No.
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						,
	7					
	Unde	er penalties of perjury, I declare that I hav f, it is true, correct, and complete. Declara	e examined this return, including	ng accompanying sched	dules and statement	s, and to the best of my knowledge and
Sign			non-or-production than only	based of all liftor	mation of which prep	barer has any knowledge.
Here	Signa	ature •			Date ►	
		bassel	Dies			
	Print	your name ► / TENNET H	Preparer's signature		Title ► CF	-0
Paid	arar	JANICE CONNORS	h signature		Date 11/05/2021	Check if self-employed P01402422
Prepa Use (Firm's name ► KPMG LLP				self-employed P01402422 Firm's EIN ▶ 98-0173533
		Firm's address ► 140 WATER ST.,	SUITE 1001, ST. JOHN'S,	NL A1C 6H6 CANA	DA	Phone no. 709-733-5000
Send Fo	orm 89	337 (including accompanying statement	ents) to: Department of the	Treasury, Internal Re	venue Service, Og	gden, UT 84201-0054

Meta Materials Inc. 74-3237581 Attachment to Form 8937

Part II Line 14 – Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action:

On June 25, 2021, Torchlight Energy Resources Inc., a Nevada corporation ("Torchlight"), effected a reverse stock split of its common stock, at a ratio of one for two, and changed its name from "Torchlight Energy Resources, Inc." to "Meta Materials Inc." ("META"). At 12:01 AM on June 28, 2021, the Arrangement closed and signature pages were exchanged. The shares of Torchlight Common Stock, previously traded on the Nasdaq stock exchange through the close of business on June 25, 2021, under the ticker symbol "TRCH," commenced trading on Nasdaq under the ticker symbol "MMAT" on June 28, 2021.

Part II Line 15 – Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis:

Generally, a U.S. holder's aggregate tax basis in the META common stock received by such U.S. holder as a result of the reverse stock split, will equal such U.S. holder's aggregate tax basis in the Torchlight common stock exchanged, increased by the amount of taxable gain, if any, recognized by such U.S. holder in the exchange and decreased by the amount of cash, if any, received by such U.S. holder.

The holding period for the shares of META common stock received, generally will include the holding period for the shares of Torchlight common stock exchanged therefore.

Part II Line 16 – Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of the securities and the valuation dates:

The exchange ratio as defined in the Arrangement Agreement was 1:2.

Therefore, for every two shares of Torchlight common stock owned, shareholders receive one share of Torchlight common stock.

As discussed above, a U.S. holder's aggregate tax basis in the new META common stock received as a part of the reverse stock split, generally will equal such U.S. holder's aggregate tax basis in the old Torchlight common stock.

To calculate the basis of the new META shares received pursuant to the Merger Agreement, divide the aggregate basis in the old Torchlight shares given up in the exchange by the exchange

ratio of 1:2. For example, if U.S. Holder owned 2 shares of Torchlight common stock with a basis of \$10 per share, the basis in each new common stock of META received would be \$20.

Basis per share Torchlight stock \$10 Divided by exchange ratio 1:2 Basis per share META stock \$20

Total basis in shares of META stock received \$20

Part II Line 18 – Can any resulting loss be recognized?

Since no U.S. holder is receiving cash in lieu of common stock, and the exchange is otherwise tax-deferred, no U.S. holder should have a recognized loss.

Part II Line 19 – Provide any other invormation necessary to implement the adjustment, such as the reportable tax year:

The reverse stock split occurred on June 25, 2021. Torchlight/META shareholders are urged to consult their own tax advisors with respect to their individual tax consequences of the reverse stock split. The information in this document does not constitute tax advice.