



Appointment of Proxyholder

I/We, being holder(s) of Metamaterial Inc. (the "Company"), hereby appoint: **Ram Rankumar, Director, or, failing him, George Palikaras, President and Chief Executive Officer OR**

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 FOR a matter by Management's appointees or, if you appoint another proxyholder, as that other proxyholder sees fit. On any amendments or variations proposed or any new business properly submitted before the Meeting, I/We authorize you to vote as you see fit.**

Print the name of the person you are appointing if this person is someone other than the individuals listed above

Signature(s)

Date

as proxy of the undersigned, to attend, act and vote on behalf of the undersigned in accordance with the below direction (or if no directions have been given, as the proxy sees fit) on all the following matters and any other matter that may properly come before the Annual General Meeting of shareholders of the Company ("Shareholders") and Special Meeting of Shareholders and holders of options, warrants and deferred share units of the Company to be held online at <https://web.lumiagm.com/191086970> Password: meta2021 (case sensitive) at 11:00 a.m. (Toronto Time) on March 12, 2021 (the "Meeting"), and at any and all adjournments or postponements thereof in the same manner, to the same extent and with the same powers as if the undersigned were personally present, with full power of substitution.

Please sign exactly as your name(s) appear on this proxy. Please see reverse for instructions. All proxies must be received by March 10, 2021 at 11:00 a.m. (Toronto Time) or if the Meeting is adjourned or postponed, no later than 48 hours (excluding Saturdays, Sundays and holidays in the Province of Ontario) before the reconvening of any adjourned or postponed meeting.

Note: If you are appointing a proxy holder other than the Company designees listed above you must return your form of proxy and MUST contact AST Trust Company (Canada) at 1-866-751-6315 (toll-free in North America) or 1-212-235-5754 (outside North America) by 5:00 p.m. (Toronto Time) on March 10, 2021 and provide AST Trust Company (Canada) with the required information for your chosen proxyholder so that AST Trust Company (Canada) may provide your proxy holder with a control number via email. This control number will allow your proxy holder to log in, ask questions and vote at the Meeting. Without a control number your proxy holder will only be able to log in to the Meeting as a guest and will not be able to vote.

Management recommends voting FOR Resolution 1. Please use a dark black pencil or pen.

FOR

AGAINST

1. Arrangement Resolution

To consider pursuant to an interim order of the Ontario Superior Court of Justice (Commercial List) dated February 8, 2021 and, if thought fit, pass, with or without amendment, a special resolution approving an arrangement involving the Company and Torchlight Energy Resources, Inc. under Section 182 of the Business Corporations Act (Ontario), the full text of which resolution is set forth in Appendix "B" to the information circular.

Proxy Form – Annual General Meeting of Shareholders and Special Meeting of Shareholders and holders of options, warrants and deferred share units of Metamaterial Inc. to be held on March 12, 2021 and at any adjournments or postponements thereof (the “Meeting”)

Notes to Proxy

1. This proxy must be signed by a holder or his or her attorney duly authorized in writing. If you are an individual, please sign exactly as your name appears on this proxy. If the holder is a corporation, a duly authorized officer or attorney of the corporation must sign this proxy, and if the corporation has a corporate seal, its corporate seal should be affixed.

2. If the securities are registered in the name of an executor, administrator or trustee, please sign exactly as your name appears on this proxy. If the securities are registered in the name of a deceased or other holder, the proxy must be signed by the legal representative with his or her name printed below his or her signature, and evidence of authority to sign on behalf of the deceased or other holder must be attached to this proxy.

3. If you are a registered Shareholder in addition to owning options, warrants and/or deferred share units of the Company, you will need to vote separately as a registered Shareholder and as a holder of options, warrants and/or deferred share units of the Company. If this is the case, you will have received two forms of proxy, and you should complete both forms of proxy.

4. If you own shares of the Company beneficially you will need to vote the shares that you own beneficially separately from your options, warrants and/or deferred share units. Beneficial shareholders may be forwarded either a form of proxy already signed by the intermediary or a voting instruction form to allow them to direct the voting of shares they beneficially own. Beneficial shareholders should follow instructions for voting conveyed to them by their intermediaries.

5. If a security is held by two or more individuals, any one of them present or represented by proxy at the Meeting may, in the absence of the other or others, vote at the Meeting. However, if one or more of them are present or represented by proxy, they must vote together the number of securities indicated on the proxy.

All holders should refer to the information circular for further information regarding completion and use of this proxy and other information pertaining to the Meeting.

This proxy is solicited by and on behalf of Management of the Company.



How to Vote

INTERNET

- Go to <https://astvotemyproxy.com>
- Cast your vote online
- View Meeting documents

TELEPHONE

Use any touch-tone phone, call toll free in Canada and United States **1-888-489-5760** and follow the voice instructions

To vote using your smartphone, please scan this QR Code



To vote by telephone or Internet you will need your control number. If you vote by Internet or telephone, do not return this proxy.

MAIL, FAX or EMAIL

- Complete and return your signed proxy in the envelope provided or send to:

AST Trust Company (Canada)
P.O. Box 721
Agincourt, ON M1S 0A1

- You may alternatively fax your proxy to 416-368-2502 or toll free in Canada and United States to 1-866-781-3111 or scan and email to proxyvote@astfinancial.com.

An undated proxy is deemed to be dated on the day it was received by AST Trust Company (Canada).

All proxies must be received by March 10, 2021 at 11:00 a.m. (Toronto Time) or if the Meeting is adjourned or postponed, no later than 48 hours (excluding Saturdays, Sundays and holidays in the Province of Ontario) before the reconvening of any adjourned or postponed meeting.