

**FORM 13-502F6
SUBSIDIARY EXEMPTION NOTICE**

MANAGEMENT CERTIFICATION

I, George Palikaras, an officer of the subsidiary noted below have examined this Form 13-502F6 (the **Form**) being submitted hereunder to the Ontario Securities Commission and certify that to my knowledge, having exercised reasonable diligence, the information provided in the Form is complete and accurate.

(s) "George Palikaras" March 30, 2022
 Name: George Palikaras Date:
 Title: President & Chief Executive Officer

Name of Subsidiary: Metamaterial Exchangeco Inc.

Name of Parent: Meta Materials Inc.

End Date of Subsidiary's Previous Financial Year: December 31, 2021

The reporting issuer (subsidiary) meets the following criteria set out under subsection 2.4(1) of OSC Rule 13-502 Fees:

- (a) at the end of the subsidiary's previous financial year, a parent of the subsidiary was a reporting issuer;
- (b) the audited financial statements of the parent prepared in accordance with NI 52-107 require the consolidation of the parent and the subsidiary;
- (c) the parent has paid a participation fee under subsection 2.2(1) calculated based on the capitalization of the parent for its previous financial year;
- (d) in the case of a parent that is a Class 1 reporting issuer, the capitalization of the parent for its previous financial year included the capitalization of the subsidiary as required under paragraph 2.8(1)(c);
- (e) in its previous financial year,
 - (i) the net assets and total revenues of the subsidiary represented more than 90% of the consolidated net assets and total revenues of the parent for the parent's previous financial year, or
 - (ii) the subsidiary was entitled to rely on an exemption or waiver from the requirements in subsections 4.1(1), 4.3(1) and 5.1(1) and sections 5.2 and 6.1 of NI 51-102.

If paragraph e(i) above applies, complete the following table:

| | Net Assets for previous financial year | Total Revenues for previous financial year | |
|-------------------------------|---|---|-----|
| Reporting Issuer (Subsidiary) | \$ _____ | \$ _____ | (A) |
| Reporting Issuer (Parent) | \$ _____ | \$ _____ | (B) |
| Percentage (A/B) | _____ % | _____ % | |