

FORM 13-501F6
SUBSIDIARY EXEMPTION NOTICE

MANAGEMENT CERTIFICATION

I, George Palikaras, an officer of the subsidiary noted below have examined this Form 13-501F6 (the **Form**) being submitted hereunder to the Alberta Securities Commission and certify that to my knowledge, having exercised reasonable diligence, the information provided in the Form is complete and accurate.

"George Palikaras"

3/23/2023

Name: George Palikaras

Date: _____

Title: 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, 2022

The reporting issuer (subsidiary) meets the following criteria set out under subsection 17(1) of ASC Rule 13-501 *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 National Instrument 52-107 *Acceptable Accounting Principles and Standards* require the consolidation of the parent and the subsidiary;
- (c) the parent has paid a participation fee under subsection 15(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 20(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 National Instrument 51-102 *Continuous Disclosure Obligations*.

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)	_____ 0.00%	_____ 0.00%	