

NANOTECH SECURITY CORP.

NOTICE OF SPECIAL MEETING OF SECURITYHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Nanotech Shares**”) in the capital of Nanotech Security Corp. (“**Nanotech**” or the “**Company**”), options to purchase Nanotech Shares (“**Nanotech Options**”), and restricted shares units of Nanotech (“**Nanotech RSUs**”) and, collectively with Nanotech Shares and Nanotech Options, “**Nanotech Securities**”) of the Company, will be held virtually using the Summit Virtual meeting platform at <https://meetnow.global/M7SQHHW> at 11:00 a.m. (Vancouver time), on Tuesday, September 28, 2021, for the following purposes:

1. to consider and, if deemed advisable, to pass, with or without variation, pursuant to an interim order of the British Columbia Supreme Court dated August 25, 2021 (the “**Interim Order**”), a special resolution (the “**Arrangement Resolution**”), the full text of which is set forth in Appendix B to the accompanying management information circular (the “**Circular**”), approving a plan of arrangement (the “**Arrangement**”) under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia) (the “**BCBCA**”) pursuant to which Meta Materials Inc. through its wholly-owned subsidiary 1315115 BC Inc., will acquire Nanotech, as further described in the Circular; and
2. to transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

The Arrangement Resolution, to be effective, must be approved by an affirmative vote of Securityholders present virtually or represented by proxy and entitled to vote at the Meeting, as follows (i) by not less than 66 2/3% of the votes cast by the Shareholders; (ii) by not less than 66 2/3% of the votes cast by Nanotech Securityholders on an “as-converted to Nanotech Shares basis”, all voting together as a single class; and (iii) by not less than 50% of the votes cast by Shareholders, excluding votes attached to Nanotech Shares required to be excluded pursuant to Multilateral Instrument 61-101 — *Protection of Minority Shareholders in Special Transactions*.

Particulars of the foregoing matters are set forth in the Circular. The board of directors of Nanotech (the “**Nanotech Board**”) has fixed the close of business (Vancouver time) on August 19, 2021 as the record date for the determination of Shareholders, Optionholders and RSU Holders (collectively, the “**Securityholders**”) entitled to receive notice of, and to vote at, the Meeting. Only Securityholders of record as of the close of business on August 19, 2021 will be entitled to receive notice of, and to vote at, the Meeting and any adjournments or postponements thereof.

Registered holders of Nanotech Shares (each, a “**Registered Shareholder**”), Optionholders and RSU Holders are entitled to vote at the Meeting either virtually or by proxy, as described in the Circular under the heading “*General Proxy Information*”. Non-Registered Shareholders who are NOBOs (each as defined in the Circular) should complete and return the enclosed voting instruction form as described in the Circular. Non-Registered Shareholders who are OBOs (as defined in the Circular) should complete and return the voting instruction form provided to them by their broker, custodian, trustee, nominee or other intermediary, and carefully follow the instructions provided by such intermediaries. For information with respect to Shareholders who own their Nanotech Shares through an intermediary, see “*General Proxy Information – Non-Registered Shareholders*” in the accompanying Circular.

In order to vote by proxy, Registered Shareholder must fill out the WHITE Proxy and Optionholders and/or RSU Holders must fill out the YELLOW Proxy. If you are both a Registered Shareholder and an Optionholder and/or RSU Holder and are voting by proxy, you must fill out BOTH the WHITE and YELLOW Proxies to ensure your vote is properly counted.

Out of an abundance of caution, to proactively deal with the public health impact of the COVID-19 pandemic and to mitigate risks to the health and safety of stakeholders, the Company will hold the Meeting in a virtual-only format, which will be conducted via live audio webcast using the Summit Virtual meeting platform at <https://meetnow.global/M7SQHHW>. **SECURITYHOLDERS WILL NOT BE ABLE TO ATTEND THE MEETING IN PERSON.** Securityholders will have an equal opportunity to participate at the Meeting online,

regardless of their geographic location. Inside the Circular, you will find important and detailed instructions about how to participate at our virtual Meeting. Such instructions are summarized below.

Registered Shareholders and holders of Nanotech Options and Nanotech RSUs who wish to attend and vote virtually at the Meeting should not complete or return the form of proxy included with the Circular. Non-Registered Shareholders must provide voting instructions through their intermediaries as described in the Circular and in accordance with the relevant instructions received from their Intermediary. Non-Registered Shareholders who wish to vote at the Meeting should be appointed as their own representative for the Meeting in accordance with the instructions provided by their intermediaries.

Registered Shareholders and holders of Nanotech Options and Nanotech RSUs and duly appointed proxyholders can participate in the Meeting as follows:

- If you are a Registered Shareholder or holder of Nanotech Options and Nanotech RSUs: Go to <https://meetnow.global/M7SQHHW> prior to the start of the Meeting to login. Click on “Shareholder” and enter your 15-digit control number which can be found on the Proxy accompanying the Circular (which can also be found in the email notification you received from Computershare).
- If you are a duly appointed proxyholder: Go to <https://meetnow.global/M7SQHHW> prior to the start of the Meeting to login. Click on “Invitation Code” and enter the invitation code provided by Computershare after the Voting Deadline has passed.

Voting at the Meeting will only be available for Registered Shareholders and holders of Nanotech Options and Nanotech RSUs and duly appointed proxyholders. Non-Registered Shareholders who have not appointed themselves as proxyholder may attend the Meeting as a guest by clicking “Guest” and completing the online form. All guests are able to listen to the Meeting. However, guests will not be able to vote or submit questions. Accordingly, Non-Registered Shareholders who wish to vote virtually at the Meeting must carefully read the instructions below to duly appoint themselves as proxyholder and then register themselves as the duly appointed proxyholder in order to obtain an invitation code to participate in and vote virtually at the Meeting.

Whether or not you are able to attend the online Meeting, Securityholders are encouraged to provide voting instructions by carefully following the instructions contained in the attached Circular and in the Proxy or voting instruction forms. These instructions include the additional step of registering any third party proxyholder you wish to appoint to represent you at the Meeting with our transfer agent, Computershare Investor Services Inc. (“**Computershare**”), after submitting the Proxy or voting instruction form. Failure to register the proxyholder with Computershare will result in the proxyholder **not receiving an invitation code without which the proxyholder will not be able to attend, listen to, participate in or vote at the Meeting**. To register a proxyholder, Shareholders must visit <https://www.computershare.com/nanotech> by 11:00 a.m. (Vancouver time) on Friday, September 24, 2021, and provide Computershare with their proxyholder’s contact information, so that Computershare may provide the proxyholder with an invitation code via email.

Registered Shareholders, Optionholders and RSU Holders and duly appointed proxyholders will be able to attend the virtual meeting and vote in real time, provided they are connected to the internet and follow the instructions in the Circular. Non-Registered Shareholders who have not duly appointed themselves as proxyholder will not be able to attend, listen to, participate in and vote at the virtual meeting.

If you are a Non-Registered Shareholder (for example, if you hold Nanotech Shares in an account with a broker or another intermediary) that is a NOBO (as defined in the Circular), you should complete and return the enclosed voting instruction form in accordance with the instructions set out therein and in the Circular. If you are a Non-Registered Shareholder that is an OBO (as defined in the Circular) you should follow the voting procedures described in the voting instruction form provided by your broker or intermediary or call your broker or intermediary for information as to how you can vote your Nanotech Shares. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker’s clients. Therefore, each Non-Registered Shareholder who is an OBO should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

Note that the deadlines set by your broker or intermediary for submitting your voting instruction form may be earlier than the dates described above.

Late proxies may be accepted or rejected by the Chairman of the Meeting at his sole discretion. The Chairman is under no obligation to accept or reject any particular late Proxy. The time limit for deposit of proxies may be waived or extended by the Chairman of the Meeting at his discretion, without notice.

The Company reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 pandemic and in order to ensure compliance with federal, provincial, and local laws and orders, including without limitation: (i) changing the Meeting date and/or changing the means of holding the Meeting; and (ii) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, Nanotech will announce any and all of these changes by way of news release, which will be filed under Nanotech's profile on SEDAR at www.sedar.com. It is strongly recommended that you check Nanotech's profile on SEDAR prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 pandemic, Nanotech will not prepare or mail amended materials in respect of the Meeting.

Registered Shareholders have the right to dissent with respect to the Arrangement Resolution. To exercise such right of dissent, (i) a written notice of dissent with respect to the Arrangement Resolution from the Registered Shareholder must be received by Nanotech at 1200 – 200 Burrard Street, Vancouver, BC, Canada V7X 1T2, by 5:00 p.m. (Vancouver time) on Friday, September 24, 2021 or, in the case of any adjournment or postponement of the Meeting, the date which is two Business Days prior to the date of the Meeting; and (ii) the Registered Shareholder must have otherwise complied with the dissent procedures in the BCBCA, the Interim Order, the Final Order and the Plan of Arrangement (set forth in Appendix C). A Shareholder's right to dissent is more particularly described in the Circular and the text of Division 2 of Part 8 of the BCBCA set forth in Appendix G to the Circular, the Interim Order set forth in Appendix D to the Circular and the Plan of Arrangement set forth in Appendix C to the Circular. Please refer to the Circular under the heading "*Dissenting Shareholders' Rights*" for a description of the right to dissent in respect of the Arrangement.

Failure to comply with the strict requirements set forth in Division 2 of Part 8 of the BCBCA (as modified by the Interim Order and the Plan of Arrangement, as set out in Appendices E and D, respectively, of this Circular) with respect to the Arrangement may result in the loss of any right to dissent. Persons who are beneficial owners of Nanotech Shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only the Registered Shareholders are entitled to dissent. Accordingly, a beneficial owner of Nanotech Shares desiring to exercise the right to dissent must make arrangements for the Nanotech Shares beneficially owned by such holder to be registered in such holder's name prior to the time the written objection to the Arrangement Resolution is required to be received by the Company or, alternatively, make arrangements for the Registered Shareholder holding such Nanotech Shares to dissent on behalf of the beneficial holder.

DATED this 25th day of August, 2021.

BY ORDER OF THE NANOTECH BOARD

(Signed) "Troy Bullock"

Troy Bullock
Chief Executive Officer and Director