



6300 Ridglea Place, Suite 950
Fort Worth, Texas 76116

April 18, 2023

VIA EMAIL

Financial Industry Regulatory Authority
Attention: Corporate Actions Division

To Whom It May Concern:

Next Bridge Hydrocarbons, Inc. (the "Company") requests the assistance of the Financial Industry Regulatory Authority ("FINRA") to address a continuing public issue arising from the spin-off of the Company from Meta Materials, Inc. ("Meta"). Specifically, since the date of the spin-off, the Company has received numerous complaints and expressions of concern from a large number of Company stockholders regarding the following issues that we wanted to bring to FINRA's attention and ask for FINRA's cooperation:

1. Many of our stockholders believe that a significant number of uncovered short positions exist in the Company's shares of common stock (the "NBH Common Stock"), which shares were received in the spin-off by holders of Meta's Series A Non-Voting Preferred Stock traded under the OTC Markets ticker symbol MMTLP (the "MMTLP Stock"). One basis for this belief is due to the large number of short positions were disclosed by FINRA as of November 30, 2022, and some short holders as of that date and any other investors who sold the MMTLP Stock short thereafter might not have had an opportunity to close their positions due to FINRA's U-3 trading halt of the MMTLP Stock on December 9, 2022, before the record date of the spin-off (December 12, 2022). Our stockholders believe any uncovered short positions (i) materially affect the value of their NBH Common Stock and (ii) may impact the Company's corporate governance and stockholder votes.
2. Stockholders have complained that they believed that they would be able to trade the MMTLP Stock on December 9 and December 12, 2022 leading up to the December 12, 2022 record date of the spin-off. Because FINRA issued its U-3 trading halt prior to these trading days, stockholders did not have the opportunity to trade their MMTLP Stock on those two days. While FINRA addressed this in its March 16, 2023 publication addressing frequently asked question regarding the spin-off of the Company (the "FINRA FAQs"), the action of FINRA to eliminate these trading days is still a point of concern of many stockholders who believe that FINRA should have not issued the trading halt at all or informed brokerages and stockholders that FINRA intended to halt trading when FINRA made its announcement approving the spin-off.

3. As noted in the FINRA FAQs, there was a coding issue with respect to the MMTLP Stock, FINRA incorrectly classified MMTLP Stock as the security of a non-SEC-reporting company and, as a result, incorrectly published its “Threshold Securities List” from October 22, 2021, through January 4, 2022, and from October 17, 2022, through December 13, 2022. Many of our stockholders have expressed frustration over their understanding that they made trading decisions based upon inaccurate information.

Stockholder complaints have grown in scope and intensity since the completion of the spin-off. Many of our stockholders have reported that their inability to sell some or all of their shares in MMTLP Stock due to the trading halt has brought substantial financial hardship to themselves and their families, and the Company is sympathetic to our stockholders who have found themselves in this position.

Some of our stockholders’ anger or desperation has risen to such a level that a few stockholders have made threats against the Company’s officers and directors, necessitating heightened security measures at our offices. Due to the complaints and questions of our stockholders, our officers and directors have been spending substantial time addressing these pressing stockholder issues, which has also required significant additional cost on legal advice and investor relations support. Further, the Company has been contacted by Congressman Pete Sessions’ office to explore what steps we can take to alleviate the concerns of our stockholders. As we hope you can see, our Company is under substantial pressure to address or even explain these issues outside of our control, which we did not cause and which we have limited power and funds to tackle on behalf of, and explain to, our stockholders, regulators, and the investing public. With that aside, we want to make clear that we are ready and willing to be part of a solution for a situation of great concern to our stockholders, but the Company cannot provide this solution by itself. We need the help of FINRA to provide the relief that our stockholders are seeking.

While we appreciate FINRA’s explanation of its decision to halt trading in MMTLP Stock in the FINRA FAQs (and, to be clear, this request is not intended to address that decision, only the concerns of current Company stockholders), the Company respectfully requests that FINRA now take action to cause FINRA member firms to close out and settle any remaining uncovered short positions originating in MMTLP Stock that are now in the NBH Common Stock to ensure fair and orderly ownership of the NBH Common Stock and for the protection of Company stockholders. We join our stockholders in this request in order to ensure fair and orderly ownership of the NBH Common Stock and for the protection of Company stockholders. The Company believes that this request is appropriate under FINRA Rule 6490 because such action is necessary for the protection of investors and the public interest and to maintain fair and orderly markets.

To facilitate the orderly unwind of existing short positions and to allow stockholders the opportunity to sell their shares of the NBH Common Stock on a public exchange, the Company is prepared to apply for quotation of the NBH Common Stock over-the-counter for a limited period of time and is willing to work with FINRA, the Securities and Exchange Commission, and OTC Markets to facilitate an orderly process to allow these settlements to occur. Our request will be for the NBH Common Stock to be traded for only two trading days, and the Company plans to

delist the NBH Common Stock after the completion of the second trading day. Our Company has contacted OTC Markets, which has indicated that we can apply to trade on an OTC Markets exchange for a limited period of time. The Company will need to go through their standard application process to do so, but we believe that we will meet its criteria to be traded. The Company may be willing to allow the NBH Common Stock to be traded for a longer period of time than two days if requested by FINRA, the Securities and Exchange Commission, or OTC Markets as part of the approval process.

As part of our application process to trade on the OTC Markets, we plan to arrange with the DTCC and FINRA that the CUSIP number and ticker symbol that will be assigned to the NBH Common Stock to allow for trading will be deleted after our delisting from trading on the OTC Markets, as it will be important that the NBH Common Stock is no longer publicly-traded. DTCC has indicated that it is willing to help the Company have the CUSIP deleted after our delisting. As was noted in the FINRA FAQs, the MMTLP Stock was applied to be traded on the OTC Markets not by our prior corporate parent Meta but by brokers. The Company's desire is to not be publicly-traded, and we intend to not allow the NBH Common Stock to continue to be traded other than for a very short, finite period of time.

At the time of the trading halt, 165,472,241 shares of MMTLP Stock had been issued and were tradeable. If we are to open a temporary trading window, it is paramount that only the 165,472,241 shares of NBH Common Stock that were distributed as a result of the spin-off are allowed to trade. We do not want to dilute our stockholders' opportunity during the trading period by allowing additional shares to trade. In order to allow this to occur, we note the following:

- The Company will not sell any new shares during the temporary trading period.
- The Company has filed of its certificate of merger with the Texas Secretary of State for the completion of its merger with Wolfbone Investments, LLC (the "Wolfbone Merger"), and the issuance of 56,297,638 shares of NBH Common Stock to the former owner of Wolfbone Investments, Gregory McCabe. Mr. McCabe has agreed to a six-month lock-up period for these 56,297,638 shares and will not be trading these shares during the proposed temporary trading period.
- The board members and management team of the Company were given stock options to acquire NBH Common Stock as consideration for taking our position with the Company and will be given additional stock options following the completion of the Wolfbone Merger. All board members, management and employees with stock options will agree not to exercise their stock options during the proposed temporary trading period. It is important to the management team and the Board that none of the shares of the NBH Common Stock related to our options are open to participate in the proposed temporary trading period. We do note that our board member Robert Lance Cook owned shares of MMTLP Stock and received shares of NBH Common Stock as a result of the spin-off, and Mr. Cook will not have restrictions on trading these shares during this proposed temporary trading period. None of NBH's employees or other board members own any NBH Common Stock other than their stock options.

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In order to execute this plan, the Company and FINRA must take action immediately. The Company is in the process of raising additional capital to continue its operations, which includes possibly issuing additional equity in the Company. If we do so by issuing additional equity to investors, then it may be difficult to ensure that only the 165,472,241 shares of NBH Common Stock issued in the spin-off will be tradeable in the proposed temporary trading window. We need FINRA's prompt cooperation in agreeing to cause FINRA member firms to close out and settle any remaining uncovered short positions originating in MMTLP Stock that are now in the NBH Common Stock.

If FINRA has a different preferred path to addressing the issues raised in this letter, the Company welcomes a discussion on these issues. We look forward to working with FINRA to resolve these issues in the best manner possible for our stockholders and for the Company.

Please do not hesitate to contact me at [REDACTED]
at any time if you have any questions regarding this request.

Regards,

A handwritten signature in blue ink that reads "Clifton DuBose, Jr." with a stylized flourish at the end.

Clifton DuBose, Jr.
Chief Executive Officer
Next Bridge Hydrocarbons, Inc.