

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* McCabe Greg (Last) (First) (Middle) 500 WEST TEXAS AVE., SUITE 890 (Street) MIDLAND, TX 79701 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol TORCHLIGHT ENERGY RESOURCES INC [TRCH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (Month/Day/Year) 09/18/2020		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title	Amount or Number of Shares			
6% Convertible Promissory Note	\$ 0.375	09/18/2020		A	(1)					09/18/2020	05/10/2021	(2)	Common Stock	4,000,000	(3)	(4)	0	I	See footnote (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCabe Greg 500 WEST TEXAS AVE. SUITE 890 MIDLAND, TX 79701	X	X		

Signatures

/s/ Greg McCabe	10/12/2020
<small>**Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) McCabe Petroleum Corporation, of which the reporting person is the sole owner, loaned \$1,500,000 to the issuer in exchange for a 6% convertible promissory note.
- (2) The convertible note has a maturity date of May 10, 2021, however \$1,500,000 of the principle amount of the note will be automatically converted into common stock of the issuer in the event that a business combination between the issuer and Metamaterial Inc., whether through a merger or other transaction, is consummated prior to such date.
In the event of an automatic conversion of the convertible note as described in footnote (2), 100% of the note will convert into a total of 4,000,000 (which amount only accounts for principal and does not account for accrued and unpaid interest which is also convertible under the note). If (i) the issuer and Metamaterial do not enter into a definitive agreement by the later of November 2, 2020 or such later date that is agreed to by the issuer and Metamaterial in writing, or (ii) the issuer and Metamaterial enter into a definitive agreement but the transaction is terminated prior to closing or otherwise does not close by the maturity date of the note, then at such time and until the maturity date, the holder of the note will have the right, at the holder's option, to convert only up to \$500,000 of the remaining principal amount, plus all unpaid interest accrued under the note, into shares of common stock. All such amounts of common stock are subject to adjustment in the event of any reclassification, stock split, stock dividend or other similar event.
- (3)
- (4) The convertible note was issued in consideration for a loan to the issuer by McCabe Petroleum Corporation in the amount of \$1,500,000.
- (5) The convertible note was issued to McCabe Petroleum Corporation, of which the reporting person is the sole owner.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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