

**POET TECHNOLOGIES INC**  
**(the “Company”)**

**POSITION DESCRIPTION**  
**CHAIR OF THE BOARD OF DIRECTORS**

***ACCOUNTABILITY AND ROLE***

The chair of the board of directors is accountable to the board. The primary role of the chair of the board is to provide leadership to the board to promote the effectiveness of the board. The board has ultimate accountability for supervision of the management of the Company. Critical to meeting this accountability are the relationships between the board, management, shareholders and other stakeholders. The chair, as the presiding member, must oversee that these relationships are effective, efficient and further the best interests of the Company.

***RESPONSIBILITIES:***

The responsibilities of the chair of the board will include the following:

1. provide leadership to the board without limiting the ability of the board to function as a unit; encourage the board’s and committees of the board’s understanding of their responsibilities and boundaries with management; and oversee the discharge of the duties assigned to it by law and applicable corporate governance guidelines;
2. assist in reviewing and monitoring the long-term plans, strategies and policies of the Company and the achievement of its objectives;
3. assume a leadership role in maintaining effective communication and relationships between the Company, shareholders, stakeholders and the general public and, together with the chief executive officer, represent the Company to external groups;
4. work with the chief executive officer, chief financial officer and corporate secretary of the Company to set board meeting agendas based on input from directors and management;
5. preside over board meetings and conduct the meetings in an efficient, effective and focussed manner including ensuring distribution of information to the board sufficiently in advance of the meeting; and preside over meetings of the shareholders;
6. oversee adherence to the Company’s governance policies and to the procedures of the board regarding the conduct of board meetings and the managing and reporting of information related to the conduct of the board’s business;
7. oversee the functions delegated to board committees and monitor the committees’ work to ensure that these functions are carried out and reported to the Board;
8. if a lead director is appointed, work cooperatively with the lead director in fulfilling the lead director responsibilities and, to the extent of a conflict between the responsibilities of the chair and the lead director, acknowledge that the responsibilities of the lead director will prevail to the extent of any such conflict; and
9. carry out other duties as requested by the board, at the request of the board or the chief executive officer, or as circumstances arise.

Approved by the Board of Directors May 10, 2022