

**POET TECHNOLOGIES INC.**  
**(the “Corporation”)**

**CORPORATE GOVERNANCE AND NOMINATING  
COMMITTEE CHARTER**

**Establishment and Purpose**

The Board of Directors (the “Board”) of the Corporation has established a Corporate Governance and Nominating Committee (the “Committee”) to identify candidates for director, to recommend to the Board qualified director candidates for election at the next annual meeting of shareholders and to take a leadership role in shaping corporate governance by overseeing and assessing the functioning of the Board and the committees of the Board and developing, implementing and assessing effective corporate governance processes and practices.

**Appointment and Removal**

The Committee shall consist of not less than three directors (the “Members”) appointed annually by the Board. Any Member may be removed or replaced at any time by the Board. A Member shall cease to be a Member upon ceasing to be a member of the Board.

A majority of the Members shall be both “unrelated” directors and “independent” directors (as such terms are defined under the requirements or guidelines in applicable securities laws and the rules of the TSX Venture Exchange).

**Structure and Reporting**

The Committee shall meet as required, but at least once annually prior to an in preparation for the Corporation’s annual meeting of shareholders for that year. A majority of the Committee shall constitute quorum. The attendance by each of the Chief Executive Officer, Chief Financial Officer and the Corporate Secretary of the Corporation is required if requested. The Committee shall report to the Board on all proceedings, deliberations, decisions and recommendations of the Committee at the first subsequent meeting of the Board, and at such other times and in such manner as the Board may require or as the Committee may, in its discretion, consider advisable.

**Authority**

The Committee shall have full access to all of the Corporation’s books, records, facilities, and personnel. The Committee may require such POET officers, directors and employees as it may see fit from time to time to provide any information about POET as it may deem appropriate and to attend and assist at meetings of the Committee. The Committee may adopt policies and procedures for carrying out its responsibilities. The Committee may, in its sole discretion and at

POET's expense, retain, and agree to compensate, outside advisors to assist with the performance of its duties. The Committee may delegate from time to time to any person, including any individual member of the Committee, or subcommittee, any of the Committee's responsibilities that lawfully may be delegated.

### **Responsibilities**

In furtherance of the Committee's purposes, the Committee shall:

1. make recommendations to the Board on an ongoing basis concerning corporate governance in general and regarding the Board's stewardship role in the management of POET including the roles and responsibilities of directors and the recommendation of appropriate policies and procedures to ensure directors carry out their duties with due diligence and in compliance with all legal requirements;
2. recommend to the Board a system of corporate governance policies and practices, monitor its implementation and, as appropriate, recommend updates and improvements to it;
3. monitor outside corporate governance regulations and developments, keep the Board sufficiently informed and recommend actions as appropriate;
4. co-ordinate an annual corporate governance review by the Board;
5. ensure that any required corporate governance disclosures are duly reported on, and approve the information to be disclosed;
6. at least annually formally review and make recommendations on the composition of the Board and its committees, including a review of what competencies and skills the Board, as a whole, should possess and currently possesses and a review of the appropriate size of the Board in order to facilitate effective decision-making;
7. identify individuals qualified to become new Board and/or committee members, taking into consideration the competencies and skills that each such nominee will bring to the Board or committee and whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member;
8. in light of 6 and 7 above, make recommendations of appropriate nominees to the Board and members of its committees;
9. ensure that a majority of the directors are independent according to applicable rules and regulations;
10. review the mandates of the Board's committees and any recommendations received from such committees and recommend appropriate changes;
11. ensure that newly elected directors and committee members receive an effective and comprehensive orientation and that all directors are provided continuing education

- opportunities, both to maintain and enhance their skills and abilities as directors and, as applicable, committee members and to ensure their knowledge and understanding of POET's business remains current;
12. develop a review process (the "Process") for periodic assessment of the effectiveness of each director, the Board and each of its committees and co-ordinate, supervise and assess the Process;
  13. establish procedures for effective Board meetings and otherwise ensure that processes, procedures and structures are in place to ensure that the Board functions independently of management and without conflicts of interest;
  14. ensure that appropriate processes are established by the Board to fulfill its responsibility for
    - a. oversight of strategic direction and development and review of ongoing results of operations; and
    - b. oversight of investor relations and public relations activities and procedures for the effective monitoring of its shareholder base, receipt of shareholder feedback and responses to shareholder concern;
  15. review and recommend the adoption of POET's strategic corporate policies, including its Disclosure Policies, Securities Trading Policy, Code of Business Conduct and Ethics, and other relevant policies associates with ensuring an effectives system of corporate governance (the "Policies");
  16. review with legal counsel compliance with applicable laws and regulations and inquiries received from regulators and governmental agencies;
  17. authorize and oversee the investigation of any alleged breach of any Policies;
  18. annually evaluate the Committee's performance as compared to the requirements of this Charter; and
  19. annually review this Charter and any other documents used by the Committee in fulfilling its responsibilities.

### **Chairperson**

The Board shall also appoint annually a Chairperson of the Committee from among the Members. The Chairperson's primary role is to ensure that the Committee functions properly, meets its obligations and responsibilities, fulfills its purpose and that its organization and mechanisms are in place and are working effectively. Specifically, the Chairperson shall:

1. chair meetings of the Committee;
2. in consultation with the Chairperson of the Board, the Members, the Chief Executive Officer and the Corporate Secretary, set the agendas for the meetings of the Committee;

3. in collaboration with the Chairperson of the Board, the Chief Executive Officer and the Corporate Secretary, ensure that agenda items for all Committee meetings are ready for presentation and that adequate information is distributed to Members in advance of such meetings in order that Members may properly inform themselves on matters to be acted upon;
4. assign work to Members;
5. act as liaison and maintain communication with the Chairperson of the Board and the Board to optimize and co-ordinate input from directors and to optimize the effectiveness of the Committee; and;
6. provide leadership to the Committee with respect to its functions as described in this Charter and as otherwise may be appropriate.

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*Approved by the Board of Directors on May 21st, 2014*

  
*Michel Lafrance, Corporate Secretary*