

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

**AUDIT COMMITTEE CHARTER**

The Board of Directors (the “BOD”) of the Company has established an Audit Committee (the “AC”) with authority, responsibility, and specific duties as described below.

**1. Composition**

The AC comprises three (3) or more directors as determined by the Board, each of whom shall be unrelated non-executive directors, free from any relationship that would interfere with the exercise of his or her independent judgment. The BOD shall appoint one of the members of the AC as chairperson. Such appointment will be for a one (1) year term and will be ratified by the full BOD. Each AC member must be, or must become, within a reasonable period of time after appointment, “financially literate,” which qualification shall be determined by the BOD. In addition, at least one (1) AC member shall have accounting or related financial management background/experience.

**2. Authority**

The AC may, at its own initiative or at the request of the BOD, investigate any activity of the Company. All employees are directed to co-operate as requested by members of the AC. The AC is empowered to retain persons having special competence as necessary to assist the committee in fulfilling its responsibility.

**3. Responsibility**

The AC is to serve as a focal point for communication between non-committee directors, the independent (external) auditors and the Company’ Management Team as their duties relate to financial accounting, reporting, and controls. The AC is to assist the BOD in fulfilling its fiduciary responsibilities as to accounting policies and reporting practices of the Company and all subsidiaries, and the sufficiency of auditing relative thereto. The AC is the BOD’s principal agent in assuring the independence of the Company’ independent auditors, the integrity of financial management, and the adequacy of financial disclosures to shareholders. However, the opportunity for the independent auditors to meet with individual directors or the entire BOD, as needed, is not to be restricted.

The Company’ independent (external) auditors are ultimately accountable to the AC and the BOD. The AC and the BOD have the ultimate authority and responsibility to select, evaluate, and nominate the independent (external) auditor to be proposed for any shareholder approval; and where appropriate, to replace the Company’ independent (external) auditors.

**4. Meetings**

The AC is to meet at least four (4) times per fiscal year or as many additional times as the committee deems necessary.

## **5. Attendance**

A majority of the members of the AC must be present at all committee meetings and every effort should be made to hold meetings with all members present. As necessary or desirable, the chairperson may request that members of the Company' Management Team and representatives of the independent (external) auditors be present at meetings of the committee.

## **6. Minutes**

Minutes of each AC meeting are to be prepared summarizing the matters discussed.

## **7. Specific Mandate/Duties**

1. Inform the independent (external) auditors and Management Team that the independent (external) auditors and the members of the AC may communicate with each other at any time.
2. Review with the CEO, CFO and independent (external) auditors, the Company' policies and procedures to reasonably assure the adequacy of internal accounting and financial reporting controls.
3. Have familiarity with the accounting and reporting principles and practices applied by the Company in preparing its financial statements and make, or cause to be made, all necessary inquiries of the Management Team and the independent (external) auditors concerning established standards of corporate conduct and performance and any deviations therefrom.
4. Review, prior to the annual audit, the scope and general extent of the independent (external) auditor's audit examinations. The auditors' fees are to be arranged with the Management Team and annually summarized for the AC's review and approval.
5. Review with the Company' Management Team the extent of non-audit services planned to be provided by the independent (external) auditors in relation to the objectivity needed in the audit.
6. Review with the Company' Management Team and the independent (external) auditors, upon completion of their audit, financial results and MD&A at year end, together with any related press releases, prior to filing or distribution.
7. Evaluate the cooperation received by the independent (external) auditors during their audit examination, including their access to all requested records, data and information, and also inquire of the independent (external) auditors whether there have been any disagreements with the the Company' Management Team, which if not satisfactorily resolved would have caused the independent auditors to issue a non-standard report on the Company' financial statements. Elicit the comments of the Management Team regarding the responsiveness of the independent auditors to the Company' needs.
8. Recommend to the BOD whether, based on the reviews and discussions referred to above, the annual financial statements and any related MD&A should be included in the Company' Annual Report filed on SEDAR, distributed to shareholders and otherwise released.

9. Review with the Company' Management Team and the independent (external) auditors (if required or determined necessary by the AC), interim financial results and MD&A, together with any related press releases, prior to filing or distribution.
10. Recommend to the BOD whether, based on the reviews and discussions referred to above, the interim financial statements and any related MD&A should be filed on SEDAR, distributed to shareholders and otherwise released.
11. Discuss with the independent (external) auditors and the Company' Management Team the quality of the Company' financial and accounting personnel and any relevant recommendations the independent auditors (external) may have.
12. Discuss any significant changes to the Company' accounting principles and any items required to be communicated to the independent (external) auditors.
13. Review and reassess the adequacy of the AC's Charter at least annually and submit this same to the BOD for approval.
14. Ensure that the independent (external) auditors submit, on a periodic basis to the AC, a formal written statement delineating all relationships between the independent auditors and the Company, actively engage in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors, and recommend that the BOD take appropriate action in response to the independent auditors' report to satisfy itself of the auditors' independence.
15. Recommend to the BOD the retention or replacement of the independent auditors.
16. Review and approve the Company' hiring policies regarding partners, employees and former partners and employees of the present and former independent (external) auditors of the Company.
17. Apprise the BOD, as necessary, through minutes and special presentations of significant developments in the course of performing the above duties.
18. Approve capital expenditures at levels up to the maximum amount of the AC's authority as determined by the BOD from time to time. Any decisions made by the AC will be reported to the full Board and ratified at its next meeting.
19. Recommend to the BOD any appropriate extensions or changes in the duties of the AC.
20. Establish and monitor procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or audit matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters. The AC shall review periodically with the Company' Management Team these procedures and any significant complaints received.

**Approved by the Directors on  
December 14, 2007**