



POET TECHNOLOGIES INC. (“the Corporation”)

COMPENSATION COMMITTEE CHARTER

1. PURPOSE

The Compensation Committee (the "**Committee**") is a standing committee appointed by the board of directors (the "**Board**") of Poet Technologies Inc. (the "**Corporation**") to:

- develop the Corporation's philosophy and guidelines on executive compensation;
- oversee succession planning for non-CEO officers¹ and directors;
- review non-CEO officer and director performance and determine non-CEO officer and director compensation ("**management**");
- determine the chief executive officer ("**CEO**") goals and objectives relevant to compensation;
- review and recommend for Board approval the CEO's compensation based on the Committee's evaluation of the CEO's performance relative to the CEO's goals and objectives; and
- review and administer the Corporation's incentive compensation plans.

2. COMPOSITION OF COMMITTEE

2.1 Composition

The Committee will have a minimum of three (3) members, including the chair of the Committee. The Board, on the recommendation of the Committee, will appoint and remove the members of the Committee by a majority vote. The members will sit on the Committee at the pleasure of the Board.

2.2 Independence

The majority of the members of the Committee shall be an "independent director" (as defined under applicable securities laws).

2.3 Appointment and Replacement of Committee Members

Any member of the Committee may be removed or replaced at any time by the Board and shall automatically cease to be a member of the Committee upon ceasing to be a director. The Board may fill vacancies on the Committee by appointment from among its members. The Board shall fill any vacancy if the membership of the Committee is less than three (3) directors. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all its power so long as a quorum remains in office. Subject to the foregoing, the members of the Committee shall be elected by the Board annually and each member of the Committee shall hold office as such until the next annual meeting of shareholders after his or her election or until his or her successor shall be duly elected and qualified.

2.4 Compensation Committee Chair

¹ “Non-CEO officers” shall include the CFO and the next three most highly paid executive officers of the Corporation.



The Board, on the recommendation of the Committee, will appoint the chair of the Committee (the "**Chair**") from the Committee's members by a majority vote. The Chair will hold such position at the pleasure of the Board and will be responsible for:

- (a) Coordinating with the CEO and the Corporation on major strategic issues, annual and long-term business plans, and other business-related issues;
- (b) Coordinating with the Committee to ensure that the Committee is in compliance with its obligations, assist the Board in its recommendation of Committee members, establishing the frequency of Board meetings, chairing the Board meetings, liaising and communicating with directors and other committee Chairs to coordinate input from directors and other related matters;
- (c) Coordinating with the Board to monitor and review the general business affairs of the Corporation including considering measures it may take if performance of the Corporation falls short of its goals; and

3. MEETINGS

3.1 Frequency of Meetings

The Committee will meet at least once each quarter and otherwise as necessary. Any member of the Committee may call meetings of the Committee. All directors of the Corporation, including management directors, may attend meetings of the Committee provided, however, that no director is entitled to vote at such meetings and is not counted as part of the quorum for the Committee if he or she is not a member of the Committee. The Corporate Secretary (or his or her nominee) or counsel will act as Secretary to the Committee.

3.2 Corporate Secretary

The Corporate Secretary (or his or her nominee) or the Corporation's legal counsel will act as Secretary to the Committee.

3.3 In-Camera Session

The Committee should hold an in-camera session without management present, including management directors, as a regular feature of each regularly scheduled Committee meeting.

3.4 Reporting

The Committee will report to the Board on its meetings and each member of the Board will have access to the minutes of the Committee's meetings, regardless of whether the director is a member of the Committee.

3.5 Quorum

The quorum necessary for the transaction of business at Committee meetings will be a majority of the members of the Committee. A quorum once established is maintained even if members of the Committee choose to leave the meeting prior to its conclusion.

4. SPECIFIC MANDATES OF THE COMMITTEE

The Committee will:

4.1 In Respect of CEO Compensation



- (d) will lead the review of CEO performance and report the results to the Board; and
- (e) at least once annually, review and recommend to the Board for approval the CEO's compensation, based on the Committee's evaluation of CEO performance and its review of the form and adequacy of CEO compensation, provided that the Committee's recommendation of annual variable pay will be subject to the approval of and establishment by the Board of guidelines with respect to variable pay compensation.

4.2 In respect of Incentive Compensation Plans

- (f) following the approval of and establishment by the Board of any incentive compensation plans, and within any guidelines established by the Board and subject to any authority otherwise reserved or delegated by the Board with respect to such plans, the Committee will review management's recommendations for, provide the Committee's recommendations to the Board, and subject to confirmation by the Board, approve the granting of awards under such plans to eligible participants and administer such plans; and
- (g) may propose and will review any proposed establishment of and material changes to, incentive compensation plans and employee benefit plans for, including guidelines and policies relating to such plans, and present its recommendations to the Board for approval.

4.3 In respect of Other Items

- (h) develop and recommend to the Board for its approval, the Corporation's compensation philosophy and guidelines for management and any material changes thereto. At least annually, the Committee will review the Corporation's compensation philosophy and guidelines for management and recommend any material changes to the Board for its approval. In its review, the Committee will:
 - (i) assess the linkage of executive compensation philosophy and executive incentive compensation plans to the Corporation's financial and non-financial performance, support of the Corporation's business strategy, and alignment with the Corporation's executive compensation philosophy; and
 - (ii) review and consider the implications of the risks associated with the Corporation's executive compensation policies and practices, specifically, situations that could potentially encourage management to expose the Corporation to inappropriate or excessive risks;
- (i) review and recommend to the Board for approval the proposed appointment of any person to management and the proposed appointment of any member of management as an officer of the Corporation;
- (j) receive, with such frequency as the Committee deems appropriate, notification from the Committee's compensation consultant, of the non-Committee work performed by such consultant to the Corporation;
- (k) review and recommend to the Board for publication, reports on executive compensation for inclusion in the Corporation's information circulars and similar disclosure documents as required by applicable law;
- (l) annually review and evaluate the adequacy of this Charter and the position description of the Chair of this Committee, the Committee's performance, and report its evaluation and any recommendations for changes to the Board;



- (m) report on its activities and deliberations to the Board as soon as practicable, and report to the Board at its next regular meeting all such actions which the Committee has taken since the previous report;
- (n) within any guidelines established by the Board, and any authority reserved by the Board, the Committee may consider and determine all matters concerning incentive awards, perquisites and other remuneration matters with respect to management, provided that any determination with respect to CEO remuneration will be subject to the approval of the Board; and
- (o) other duties and responsibilities as are delegated to it from time to time by the Board.

5. GENERAL

5.1 Outside Advisors

The Committee may engage, set compensation and other retention terms and terminate outside advisors, at the expense of the Corporation, to provide advice on matters that the Committee determines is necessary to fulfill its duties.

5.2 Review of Charter

The Committee will periodically review and reassess the adequacy of this Charter as it deems appropriate and recommend changes to the Board. The Committee will evaluate its effectiveness with reference to this Charter.

5.3 Reporting to the Board

The Committee will report through the Committee Chair to the Board following meetings of the Committee on matters considered by the Committee, its activities and compliance with this Charter.

5.4 Authority

The Committee, in fulfilling its mandate, will have the authority to:

- (p) communicate directly with the Vice President Legal & General Counsel (or such similar position), and any other member of management as the Committee deems appropriate;
- (q) delegate tasks to Committee members or subcommittees of the Committee; and
- (r) access appropriate funding as determined by the Committee to carry out its duties.

Approved by the Board of Directors on May 28, 2020.

Re-affirmed by the Board of Directors on March 24, 2021.