

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

## **Disclosure Policy**

### **1.0 Notice**

A violation of this Investor Relations Disclosure Policy (Policy) may carry severe consequences both for the Corporation and the individuals involved. Compliance with this Policy is a condition of office or employment with the Corporation Technologies Inc., and its subsidiaries and affiliated companies. A violation of this Policy may be grounds for discipline, up to and including immediate dismissal. The violation of this Policy may also violate certain securities laws. If it appears that an employee, officer or director may have violated such securities laws, the Corporation may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines, or imprisonment.

### **2.0 Purpose**

This Policy details the Corporation's policies related to disclosure and external communications. It will be reviewed from time to time as part of the Corporation's investor relations planning process, and will be revised as required to ensure compliance with changing regulatory requirements and to make amendments that may be required as a result of the monitoring of the effectiveness and compliance with this Policy by the Corporate Governance Committee of the Board. In addition, this Policy will be reviewed and updated if it becomes apparent that changes are required at any other time. This policy has been adopted by the Corporation's Board of Directors upon the recommendation of the Corporate Governance Committee of the Board, and shall be administered by the Disclosure Committee referred to in this Policy.

### **3.0 Scope**

The Corporation is committed to providing timely, factual, accurate, orderly, consistent, and credible information to the public, in accordance with legal and regulatory requirements, to develop and maintain realistic investor expectations. It is imperative that this continue to be accomplished consistently for both positive and negative information, and that all parties in the investment community have fair access to this information. This Policy's goals include:

- a) compliance with securities legislation in Canada regarding material information about public companies (also known in most Canadian jurisdictions as "reporting issuers"); and
- b) management of realistic investor expectations by making all required disclosures on a broadly disseminated basis with a balanced view of the prospects for the Corporation and its business.

This Policy extends to all employees of the Corporation, its board of directors, and those authorized to speak on its behalf. This policy covers disclosures in documents filed with the securities regulators and written statements made in the Corporation's annual and quarterly reports, news releases, letters to shareholders, presentations (both of a business or technical nature), marketing materials, advertisements, and information contained on the Corporation's website and other electronic communications. It also extends to oral statements made in meetings and telephone conversations with analysts and investors, interviews with the media as well as speeches, press conferences, and conference calls.

#### 4.0 Definitions and References

In this Policy, references to "the Corporation" shall extend to the Corporation's subsidiaries unless the context requires that it refer specifically to the Corporation.

#### 5.0 Guidelines

##### 5.1 Definition of Material Information

Information concerning the Corporation's business and affairs is considered material if it results in or would reasonably be expected to result in a significant change in the market price or value of the common shares of the Corporation. Stated another way, a reasonable investor would consider the information important in making a decision to buy or sell the Corporation's shares. Material non-public information can include positive or negative information about the Corporation.

Information with respect to, but not limited to, any of the following subjects is the type of information which is often considered to be material information:

- a) the Corporation's revenues or earnings;
- b) changes in share ownership that may affect control of the Corporation;
- c) changes in corporate structure such as reorganizations and amalgamations;
- d) a third party making a "take-over bid" for the Corporation
- e) the establishment of a program to repurchase securities of the Corporation ("Issuer bid");
- f) major corporate acquisitions or dispositions;
- g) borrowing a significant amount of funds;
- h) the public or private sale of a significant amount of additional securities of the Corporation, including any change in the pricing or the material terms of such offering during the offering period;
- i) firm evidence of significant increases or decreases in near-term earnings prospects;
- j) potential significant markets for the Corporation's products and/or technologies, future opportunities and strategic initiatives available to or considered by the Corporation;
- k) significant changes in the management of the Corporation;
- l) significant litigation, either by the Corporation or against the Corporation;
- m) new product releases or significant future developments, inventions, or discoveries;
- n) a major labor dispute or disputes with major contractors, suppliers, or partners;
- t) a stock split, stock consolidation, share exchange or stock dividend;
- u) a default on outstanding debt of the Corporation or a bankruptcy filing;
- v) changes in the value or composition of the Corporation's assets; or
- w) any material change in the Corporation's accounting policy.

The above list is illustrative of examples of items that could be material only and is not intended to provide a comprehensive list of circumstances that could give rise to material information. In the event of any ambiguity as to what constitutes "material information", the Disclosure Policy Committee should be consulted.

##### 5.2 Responsibilities

The following describes the disclosure responsibilities within the Corporation:

### 5.2.1 Disclosure Policy Committee

The Corporation's Disclosure Policy Committee (Committee) is responsible for determining the materiality of any information and must react quickly to material developments, meeting and providing recommendations to the Chief Executive Officer (CEO) and the senior management team as required. The Committee consists of the Corporation's CEO, the Chairman of the Corporate Governance Committee, and the Chairman of the Audit Committee. In addition, the Corporation's external legal counsel and the Corporation's CFO may be invited to meetings as deemed necessary by the members of the Committee.

The Committee will meet as conditions dictate and a quorum consists of at least two members of the Committee. The Committee or its members will ensure that spokespersons have been briefed and informed of all material events. From time to time, at the request of the Corporate Governance Committee of the Board of Directors, the Disclosure Committee shall report on the efficacy of this Policy, and, if appropriate, suggest modifications for improvements to this Policy.

The Committee will set benchmarks for a preliminary assessment of materiality, and will determine when developments justify public disclosure. It is essential that the Committee be kept fully apprised of all pending material developments involving the Corporation in order to evaluate and discuss those events, and to determine the appropriateness and timing for public release of information. If it is deemed that the information should temporarily remain confidential, the Committee will determine the process upon which such confidential information will be controlled and shall implement Trading Blackouts in accordance with the Trading Policy of the Corporation. The Committee will discuss matters pertaining to materiality and disclosure with the Corporation's external legal counsel and possibly the Investment Industry Regulatory Organization of Canada (IIROC) as deemed necessary.

### 5.2.2 Corporate Spokespersons

The Corporation's Executive Chairman and the CEO are designated as the Corporation's primary corporate spokespersons. Others within the Corporation or its operating units may from time to time be designated by a spokesperson to respond to specific inquiries as necessary or appropriate. No Corporation personnel, including directors, officers or employees, should respond under any circumstances to individual inquiries from the investment community, stockholders or the financial media, unless specifically asked to do so by a primary corporate spokesperson.

It is essential that each spokesperson continue to be fully apprised of all corporate developments in order to ensure that he or she is in a position to comment on and discuss those events that may impact the disclosure process, such as the status of any merger activities, material operational developments, extraordinary transactions, major management changes, financial accounting issues, etc.

### 5.2.3 Disclosure Monitoring

After public dissemination of an announcement by the Corporation, media and analyst coverage related to the announcement will be monitored by the IRO to ensure accurate reporting. Corrective measures, if and when necessary, will be taken.

#### 5.2.4 Accidental Disclosure

If a director, officer, or employee discloses material non-public information to an outside party and is concerned that such disclosure may not have been in accordance with this Policy, such person must immediately notify a member of the Disclosure Policy Committee.

#### 5.2.5 Personnel

All employees, officers and directors other than the authorized spokespersons or representatives must refer all general inquiries and calls from the financial community, shareholders, and financial media, and all calls from government, industry, or general media to the Corporation's CEO or his designate.

Directors, officers and employees of the Corporation should assume that all corporate information is confidential unless told otherwise. All Corporation employees, directors and officers are also reminded that they have access to non-public information about the Corporation and its partners, which must be maintained as confidential.

Employees, directors or officers of the Corporation must not participate in internet chat rooms and news groups focused on the Corporation, the Corporation's partners, or any part of the Corporation's business. Such participation will be considered a violation of the Corporation's policies on confidentiality, and will be grounds for termination of employment or other discipline. All employee email addresses are considered, for purposes of this Policy, to be corporate addresses of the Corporation and all employee correspondence received and sent via email and other electronic means is considered, for purposes of this Policy, to be corporate correspondence of the Corporation.

### 5.3 Principles of Disclosure of Information

In making the disclosure of information either as required under this Policy or which is disclosed on a discretionary basis, the following principles must be followed:

- a) Disclosure must include any information the omission of which would make the rest of the disclosure misleading (half truths are misleading).
- b) Unfavorable material information must be disclosed as promptly and completely as favorable information.
- c) No selective disclosure. Previously undisclosed material information must not be disclosed to selected individuals (for example, in an interview with an analyst or in a telephone conversation with an investor). If previously undisclosed material information has been inadvertently disclosed to an analyst or any other person not bound by an express confidentiality obligation, such information must be broadly disclosed immediately via news release.
- d) Inaccurate or incomplete disclosures must be corrected immediately if the Corporation subsequently learns that earlier disclosure by the Corporation contained a material error at the time it was given.
- e) Disclosure on the Corporation's website alone does not constitute adequate disclosure of material information.

### 5.4 Timing of Disclosure and Maintaining Confidentiality

Following the determination that an event that gives rise to material information (as defined by this Policy) will occur or has taken place, the appropriate timing for the release of this information must be determined.

Securities laws require that material information about a company be disclosed immediately through broad dissemination of a news release (over one or more major wire services) upon the information becoming known to management or upon it becoming apparent that the information is material. the Corporation's policy is to disclose material information in the most timely manner possible.

Part 7 of National Instrument 51-102 "Continuous Disclosure Obligations" requires that where material information constitutes a material change in the affairs of a company, the company must:

- a) as soon as practicable issue and file a news release that is authorized by a senior officer disclosing the nature and substance of the change; and
- b) File a required report (Form 52-102F3 - Material Change Report) as soon as practicable, and in any event no later than 10 days after the date on which the event giving rise to material information occurs.

Similar requirements exist under U.S. securities laws. It is the Corporation's policy to disclose material changes and file material change reports in the most timely manner possible.

If disclosure of the material change would be "unduly detrimental" to the interests of the Corporation, under the terms of applicable securities legislation, the Corporation, and in particular the Committee, may choose to delay disclosure of this information subject to the procedure outlined below. For example, information regarding discussions or negotiations for an acquisition, merger or significant transaction may present a particularly sensitive timing issue as premature disclosure may affect the Corporation's negotiating position or ability to complete the transaction. In such a case, the Corporation's policy is to maintain confidentiality of material corporate information until the information is ready to be publicly disseminated. The Corporation's policy is to limit the number of individuals within the Corporation who have access to or knowledge of the information. However, all members of the Disclosure Policy Committee will be informed.

However, in such a circumstance, the Committee will Endeavour to prepare and file a material change report in Form 51-102 F3 marked so as to indicate that it is confidential together with written reasons for non-disclosure. The Committee is required to advise the applicable securities regulatory authorities within 10 days of the date of filing such report, in writing, and every 10 days thereafter if it believes the report should continue to remain confidential.

In cases where an event or information does not constitute a material change but is determined to be of interest to the Corporation's shareholders and customers, the Corporation will issue a news release (without filing a material change report, or equivalent) in accordance with this Policy.

### **5.5 Rumors or Leaks**

Provided it is clear that the Corporation is not the source of the market rumor, the Corporation's policy is to respond consistently to market rumors as set out under the heading "No Comment Policy" in Section 5.13 of this Policy.

### **5.6 Forward-Looking Information**

It is the Corporation's policy to provide specific forward-looking information related to product development and market opportunities for its products to enable the investment community to better evaluate the Corporation and its prospects. the Corporation may also make statements and respond to inquiries with respect to product development and projected demand or market potential for its products or services.

Should any such forward-looking information be deemed to be material, the information will be publicly disclosed in accordance with this policy.

The Corporation will ensure that such statements are identified as forward-looking and comply with the Forward-Looking Information provisions of NI 51-102. Moreover, all such statements will be accompanied by meaningful cautionary statements identifying all material assumptions used in the preparation of the forward-looking information. The information will be accompanied by a statement that identifies, in very specific terms, the risks and uncertainties that may cause the actual results to differ materially from those projected in the statement, including a sensitivity analysis to indicate the extent to which different business conditions from the underlying assumptions may affect the actual outcome. Except to the extent imposed by law, the Corporation will not undertake, and will specifically disclaim, any obligation to update any forward-looking information provided by the Corporation. The Corporation will not respond, except by means of an appropriate public disclosure, to any inquiries seeking reaffirmation of such information at any date subsequent to the date as of which such information was provided. Statements such as "We are on track to achieve the previously disclosed forward-looking information" are not allowed under this Policy without appropriate public disclosure.

## **5.7 Analyst Reports**

### **5.7.1 Distributing or Referring to Analyst or Other Third-Party Reports**

Analyst reports are proprietary products of the analyst's firm. Re-circulating a report by an analyst may be viewed as an endorsement by the Corporation of the report. For these reasons, the Corporation will not provide analyst reports through any means to persons outside of the Corporation or to employees of the Corporation, including posting such information on its Web site. The Corporation may post on its Web site a complete list, regardless of the recommendation, of all the investment firms and analysts who provide research coverage on the Corporation. If provided, such list will not include links to the analysts' or any other third party Web sites or publications.

### **5.7.2 Responding to Draft Analyst Reports**

With regard to responding to financial models or drafts of analysts' research reports, it is the Corporation's policy to only review for factual, publicly available content (not soft information). This process will be centralized through the Corporation's CEO, CFO and IRO, as applicable. Equal emphasis will be given to correcting erroneous positive or negative factual information. In order to avoid appearing to "endorse" an analyst's report or model, the Corporation will provide its comments orally or will attach a disclaimer to written comments to indicate the report was reviewed only for factual accuracy.

### **5.7.3 Earnings Guidance**

When analysts inquire with respect to their earnings estimates for the Corporation, it is the Corporation's policy to only acknowledge what the range of street estimates is. The Corporation may question an analyst's assumption if the estimate is a significant outlier among a range of other analyst estimates. Should the Corporation determine during the quarter that earnings will likely be out of the range of the current estimates (particularly if earnings will likely be below the range), the Corporation may consider issuing a news release. It is not policy, however, that the Corporation will issue a news release.

## 5.8 Employee Trading

Laws prohibit directors, officers, employees, and other individuals who have access to material non- public information affecting a public company, from trading the securities of that company or advising others of such information, before the information has been publicly disclosed. All readers of this Policy should refer to the Corporation's Securities Trading Policy for further details.

## 5.9 Dissemination of Other Information

### 5.9.1 Non-Material Press Releases

Where information is not material but may be of interest to the Corporation's shareholders or customers, the Corporation may issue a news release without filing a material change report. This is a routine procedure that consists of drafting a release, circulating it for review by the Corporation's Investor Relations and Public Relations personnel, CEO, CFO and by other the Corporation officers as appropriate, including those providing a quote, by alerting the TSX Venture Exchange through IIROC, and disseminating the release through a national wire service.

### 5.9.2 Website

The Corporation will also post news releases on the Corporation's internet website. The news release page of the website shall include a notice that advises the reader that the information posted was accurate at the time of posting but may be superseded by subsequent news releases. Corporate information, including annual and quarterly reports, news releases, proxy statements, and annual information forms will, to the extent practicable, appear on the Corporation's internet website. The Corporation's internet website is to be updated with news releases within two hours of dissemination and the section "News and Events" is continually reviewed throughout the year to ensure that the information it contains is up-to-date and accurate.

All supplementary non-material information that is distributed to analysts and other parties but not otherwise publicly distributed will be posted on the Corporation's internet website as soon as practicable. If the volume of such information makes this impractical, the Corporation will describe the information on its internet website and provide contact information whereby an investor may contact the Corporation to obtain a copy of the information or review the information with the Corporation's officers. The Corporation will also make available, to the extent possible and reasonable, on its internet website audio transcripts of conference calls, for a one month period, as soon as practicable after they occur.

The entire website should be reviewed regularly by Investor Relations personnel to ensure that the contents are current and accurate. Major revisions to the website shall be reviewed prior to their inclusion on the website.

### 5.9.3 Requests for Corporate Information

The Corporation receives many requests from shareholders, potential shareholders, and media for information. Employees, directors and officers should refer such requests to the Investor Relations personnel for action.

#### 5.9.4 Statutory Mailings

As a public company, the Corporation is required to distribute certain documents, including its annual financial statements, management proxy circular, and quarterly reports, to its registered shareholders and in some cases to its beneficial (indirect) shareholders. The schedule for the distribution of these documents shall be included in the annual investor relations plan which will be reviewed for compliance with legal requirements by legal counsel.

#### 5.9.5 Annual Disclosure Documents

Board approval shall be obtained for annual disclosure documents. Questionnaires shall be completed by directors and senior officers in respect of the management information circular for each annual meeting of the Corporation.

### 5.10 Conference Calls for Quarterly and Annual Results and Major Developments

The Corporation, at its discretion, may conduct quarterly and annual conference calls to discuss the results of each quarter and annual results. The calls will be announced via a news release one week before the call. On the day of the call, and prior to the call's occurrence, the Corporation will issue a press release summarizing the key results and events of the quarter and/or fiscal year, if applicable. In addition, the news release will contain any material forward-looking statements that will be discussed during the conference call. The press release will also provide a link to the relevant management's discussion and analysis that is concurrently made available on the website.

All conference calls will be open to the public and will be available on a playback number for a 30- day period. The audio playback will also be available on the Corporation's Internet website for a period of 30 days after the conference call. At the discretion of the Executive Chairman, the Corporation will only allow analysts and institutional investors to ask questions during the call.

With respect to periodic conference calls, the following steps will be taken:

- a) advance public notice by news release of the date and time of the conference call, the subject matter of the call and the means of accessing it will be provided by the Corporation;
- b) a news release will be issued through a widely-circulated news or wire service containing the relevant information to be discussed during the call;
- c) the conference call will be held in an open manner, permitting investors to listen either by telephone or through internet webcasting; and
- d) dial-in and/or web-based replay will be provided by the Corporation for a reasonable period of time after the conference call.

At the beginning of all conference calls, the Corporation will provide appropriate cautionary language respecting any forward looking information, and will direct participants to publicly available documents containing the assumptions, sensitivities, risks, and uncertainties.

The Disclosure Policy Committee will determine in advance what information is to be disclosed in conference calls or other such meetings with analysts, shareholders, or other market professionals, and will brief those authorized spokespersons in attendance accordingly. No material information concerning the finances or prospects of the Corporation will be disclosed to analysts, shareholders, or other market professionals (in response to questioning or otherwise) before it has been released to the stock exchanges and, at a minimum, to national newswire services in Canada. If material information is to be announced at an analyst or shareholder



meeting or a press conference, its announcement must be coordinated with a general public announcement by a news release.

#### **5.11 Industry Conferences and One-on-One Meetings**

As part of the Corporation's ongoing investor relations activities, the Corporation conducts one-on-one meetings with its analysts and institutional shareholders, as well as attends industry conferences. At such conferences and meetings, only material information that has been previously disclosed in accordance with this Policy may be discussed. Presentations can be given at industry conferences with only one person in attendance. For one-on-one meetings, it is preferable to have two people in attendance to maximize the impact of the meeting, and to minimize the risk of an inadvertent disclosure of non-disclosed material information.

Disclosure in individual or group meetings does not constitute adequate disclosure of information that is considered material non-public information. If the Corporation intends to announce material information at an analyst or shareholder meeting, industry conference, press conference or conference call, the announcement must be preceded by a news release.

#### **5.12 Investor Inquiries**

All investors and potential investors requesting information from the Corporation, whether the inquiry is over the phone, by fax, mail, email, or in person, will receive the same treatment. When responding to these inquiries, only publicly disclosed information will be provided.

Investor inquiries received by mail or fax should be forwarded to Investor Relations personnel. Each inquiry will be reviewed, and if a response is considered appropriate, will receive a response by phone, mail, email, or fax, depending on the nature of the inquiry.

Responses to telephone inquiries will depend on the type of call. Calls from institutional investment managers and analysts will be forwarded primarily to the Executive Chairman, CEO or designated Investor Relations personnel.

#### **5.13 No Comment Policy**

Until such time as the Corporation has made appropriate public disclosure, as authorized by the Committee, the Executive Chairman or the CEO, no Corporation personnel, representatives, including directors, officers or employees, may comment on or substantively respond to inquiries or rumors concerning:

- a) prospective developments or transactions involving the Corporation (including without limitation inquiries or rumors relating to the status of discussions, or the Corporation's plans, with respect to an acquisition of or by the Corporation);
- b) developments regarding the Corporation's products (including without limitation product testing, marketing, and scheduled release dates); or
- c) projections of, or guidance regarding, future financial performance by the Corporation (including without limitation reaffirmation of any previously provided projections or earnings guidance).

All Corporation personnel and representatives will respond to any inquiry or rumor regarding the matters set forth in this Section only with a statement to the effect that it is the policy of the Corporation: (i) not to comment on or respond to inquiries or rumors concerning prospective corporate developments or transactions; and (ii) to only refer to previous public statements or guidance about future financial performance.

An example of an appropriate response statement is:

"It is the policy of the Corporation not to comment on or respond to inquiries or rumors concerning prospective corporate developments or transactions, or future financial performance."

It is important for all Corporation personnel and representatives to recognize that a statement to the effect that they are "not aware of any information" or a denial that any development or transaction exists is not the same as the statement required to be made by this Section.

A denial or statement of absence of knowledge will undercut the ongoing effectiveness of the Corporation's no comment policy, and if inaccurate, could result in liability as a false and misleading statement.

Should any regulatory body or the TSX Venture Exchange (the "TSXV") request a definitive statement from the Corporation, the determination to do so and the content of the statement will be determined by the Committee in accordance with applicable securities legislation, rules and regulations as well as applicable TSXV Policies. Any such statement will be issued in accordance with the news release dissemination policies and procedures set out by the Corporation.

#### **5.14 Disclosure Record**

The Secretary of the Corporation will maintain a five year file containing all public information about the Corporation, including continuous disclosure documents, news releases, analysts' reports and newspaper articles.

#### **5.15 Communication and Enforcement**

This disclosure policy extends to all directors and officers and employees of the Corporation. New directors and officers will be provided with a copy of this disclosure policy and will be educated about its importance. This disclosure policy will be circulated to all directors and officers on commencement of employment, or their term, as the case may be, and whenever changes are made.

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

  
*Michel Lafrance, Corporate Secretary*