



POET TECHNOLOGIES INC. (the “COMPANY”)

WHISTLEBLOWER AND PROTECTED DISCLOSURE POLICY

1. PURPOSE

The Board of Directors of POET Technologies Inc. (the “Company”) has approved the following procedures for the receipt of complaints and concerns of employees of the Company regarding matters relating to the Company.

2. RESPONSIBILITIES OF AUDIT COMMITTEE WITH RESPECT TO SPECIFIED COMPLAINTS

2.1 The Audit Committee shall receive, investigate and act on complaints and concerns (“**Reports**”) of employees of the Company regarding:

- (a) accounting, internal accounting controls and auditing matters, including those regarding the circumvention or attempted circumvention of internal accounting controls or that would otherwise constitute a violation of the accounting policies (an “Accounting Allegation”) of the Company;
- (b) compliance with legal and regulatory requirements (a “Legal Allegation”);
- (c) retaliation against employees of the Company who make Accounting Allegations or Legal Allegations (a “Retaliatory Act”); and
- (d) unless as otherwise described in each of the Policies adopted by the Company, a suspected violation of any of the Company’s Policies, including its Code of Business Conduct and Ethics (the “Code”), Disclosure Policy, Securities Trading Policy, and Anti-Discrimination and Anti-Harassment Policy.

2.2 In the discretion of the Audit Committee, responsibilities of the Audit Committee created by these procedures may be delegated to the Chairman of the Audit Committee. Where the Chairman of the Audit Committee is delegated the obligation to receive and investigate complaints and concerns pursuant to this Policy, he or she shall provide a report to the full Audit Committee at each Audit Committee meeting. Such report shall consist of a summary of complaints and concerns received and investigated since the last Audit Committee meeting including the disposition of any complaints and concerns investigated.

3. PROCEDURES FOR MAKING AND RECEIVING REPORTS

3.1 Any person acting in good faith and with reasonable grounds for believing an allegation of suspected improper activities may make a Report of such allegations. Knowledge or suspicion of improper activities may originate from employees in day-to-day work or in dealings with internal or external auditors, law enforcement officials, regulatory agencies, customers or other third parties.

3.2 Employees should express any questions, concerns, suggestions or complaints they have with someone who can address them properly. Often, an individual’s manager is in the best position to address a particular concern. However, an employee may also report matters according to the procedures set out in this Policy.

3.3 Reports are encouraged to be made in writing so as to assure a clear understanding of the issues raised but may be made orally or via email. Reports should be factual in nature and contain as much specific information as possible to allow for proper assessment and investigation of the allegations reported and may be made openly, confidentially and/or anonymously:

(a) directly to the Chairman of the Audit Committee as follows:

Name: Mr. Chris Tsiofas
Email: ctsiofas@mtncpa.ca
Telephone: 416-868-9017, ext. 224

(b) via NAVEX Global's EthicsPoint website: www.ethicspoint.com

3.4 Any Report that is made directly to any member of the Company's management, whether openly, confidentially or anonymously, shall be recorded and promptly referred to the Audit Committee.

3.5 For the purpose of determining whether a Report warrants further investigation or review, each Report referred to the Audit Committee and each Report made directly to the Audit Committee, whether openly, confidentially or anonymously, shall be reviewed by the Audit Committee, who may, in its discretion, consult with any director, officer or employee of the Company who is not the subject of the allegation and who may have appropriate knowledge to assist the Audit Committee.

3.6 If the Audit Committee determines that further review or investigation is warranted in respect of a Report, the Audit Committee shall decide whether it will be the responsibility of the Audit Committee or of management to investigate the Report, taking into account the considerations set forth in Section 4 below.

- (a) If the Audit Committee determines that management will investigate the Report, the Audit Committee will notify the Chief Executive Officer of the Company in writing of that determination. Management shall thereafter promptly investigate the Report and shall report the results of its investigation, in writing, to the Audit Committee. Management shall be free, in its discretion, to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results.
- (b) If the Audit Committee determines that it will investigate the Report, the Audit Committee shall promptly determine what professional assistance, if any, it needs in order to conduct the investigation. The Audit Committee shall be free in its discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results.

4. CONSIDERATIONS RELATIVE TO WHETHER THE AUDIT COMMITTEE OR MANAGEMENT SHOULD INVESTIGATE A REPORT

In determining whether it will be the responsibility of the Audit Committee or of management to investigate the Report, the Audit Committee shall consider, among any other factors that are appropriate under the circumstances, the following:

- (a) Who is the alleged wrongdoer? If an executive officer or financial officer of the Company is alleged to have engaged in wrongdoing, that factor alone may support a decision by the Audit Committee to conduct an investigation.
- (b) How serious is the alleged wrongdoing? The more serious the alleged wrongdoing, the more appropriate that the Audit Committee should undertake the investigation. If the alleged wrongdoing would constitute an offence involving the integrity of the financial statements of the Company, that factor alone may support a decision by the Audit Committee to conduct an investigation.
- (c) How credible is the allegation of wrongdoing? The more credible the allegation, the more appropriate that the Audit Committee should undertake the investigation. In assessing credibility, the Audit Committee



should consider all facts surrounding the allegation, including, but not limited to, whether similar allegations have been made in the press or by analysts.

5. PROTECTION OF WHISTLEBLOWERS

The Audit Committee shall not retaliate, and shall not tolerate any retaliation by management or any other person or group, directly or indirectly, against anyone who in good faith makes an Accounting Allegation or Legal Allegation, reports a Retaliatory Act, reports a suspected violation of the Code or any other Corporate Policy, or provides assistance to the Audit Committee, management or any other person or group, including any governmental, regulatory or law enforcement body, investigating a Report. The Audit Committee shall not, unless compelled by judicial or other legal process, reveal the identity of any person who makes an Accounting Allegation or Legal Allegation or reports a Retaliatory Act and who asks that his or her identity as the person who made such Report remain confidential. The Audit Committee shall not make any effort, or tolerate any effort made by management or any other person or group, to ascertain the identity of any person who makes a Report anonymously.

6. RECORDS

The Audit Committee shall retain for a period of seven years all records relating to any Accounting Allegation or Legal Allegation or report of a Retaliatory Act and to the investigation of any such Report. The types of records to be retained by the Audit Committee shall include records of all steps taken in connection with the investigation and the results of any such investigation.

7. NOTIFICATION OF OTHERS

At any time during a review and/or an investigation of a Report, the chairman of the Audit Committee may notify the Company's counsel or external auditors of the receipt of a Report and/or the progress or results of any review and/or investigation of the report and will provide such level of detail as may be necessary to allow for appropriate consideration by such persons of the Company's ongoing disclosure obligations, including with regard to any required officer certifications.

Approved by the Board of Directors on March 24, 2021



Acknowledgement of Receipt and Review of POET Technologies' WHISTLEBLOWER AND PROTECTED DISCLOSURE POLICY.

I, _____ (name), acknowledge that on _____ (date), received a copy of POET TECHNOLOGIES' **WHISTLEBLOWER AND PROTECTED DISCLOSURE POLICY** and I read it, understood it and agree to comply with it.

Signature

Printed Name