

POET TECHNOLOGIES INC
(the “Company”)

POSITION DESCRIPTION
LEAD DIRECTOR

APPOINTMENT OF LEAD DIRECTOR

In circumstances in which (i) the chair of the board is a member of management of the Company, or (ii) is not otherwise independent of management as defined by the applicable laws, rules or regulations and corporate governance standards, or (iii) the board believes it would be appropriate to do so, the board will elect one of its independent members as lead director.

ACCOUNTABILITY AND ROLE

The lead director is accountable to the board. The primary role of the lead director is to provide leadership to the board in promoting the independent functioning of the board in accordance with applicable regulations and corporate governance guidelines.

RESPONSIBILITIES:

The responsibilities of the lead director will include the following:

1. provide independent leadership to enable the board to function in an independent manner while also working cooperatively with the chair of the board;
2. together with the chair of the board, ensure that the responsibilities of the board are communicated to the board and management; encourage the members of the board and the board committees to understand their responsibilities and boundaries with management; and oversee the discharge of their duties assigned to it by law and applicable corporate governance guidelines;
3. regularly assess the effectiveness of the board’s operations with respect to the independent operation of the board in accordance with applicable regulations and corporate governance standards;
4. convene at any time and act as chair of a meeting of the independent members of the board;
5. act as liaison between the independent members of the board and the chair of the board; and
6. in the absence of the chair of the board, act as chair of meetings of the board.

Approved by the Board of Directors May 10, 2022