POET TECHNOLOGIES INC. (the "Corporation")

GOVERNANCE AND NOMINATING COMMITTEE CHARTER

1. PURPOSE AND RESPONSIBILITIES OF THE COMMITTEE

1.1 Purpose

The Committee's purpose includes responsibility for:

(a) identifying individuals qualified to become Board members, consistent with criteria established by the Board;

(b) recommending to the Board the director nominees for the next annual meeting of shareholders;

(c) developing and recommending to the Board a set of corporate governance principles applicable to the Corporation;

(d) overseeing the evaluation of the Board and through the Compensation Committee, the senior management; and

(e) such other matters as are set out in this Charter or as may otherwise be assigned to the Committee by the Board.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Charter:

(f) "**Board**" means the board of directors of the Corporation;

(g) "**CEO**" means the chief executive officer of the Corporation;

(h) "**Chair**" means the chair of the Committee;

(i) "**Committee**" means the nominating and corporate governance committee of the Board;

(j) "**Corporation**" means POET Technologies, Inc.; and

(k) "**Director**" means a member of the Board.

2.2 Interpretation

The provisions of this Charter are subject to the articles and by-laws of the Corporation and to the applicable provisions of the *Ontario Business Corporations Act* and any other applicable legislation.

3. CONSTITUTION AND FUNCTIONING OF THE COMMITTEE

3.1 Establishment and Composition of the Committee

(a) Establishment of the Nominating and Corporate Governance Committee

The Committee is hereby continued with the constitution, function and responsibilities herein set forth.

3.2 Appointment and Removal of Members of the Committee

(a) Board Appoints Members. The members of the Committee shall be appointed by the Board, having considered the recommendation of the Committee.

(b) Annual Appointments. The appointment of members of the Committee shall take place annually at the first meeting of the Board after a meeting of the shareholders at which Directors are elected, provided that if the appointment of members of the Committee is not so made, the Directors who are then serving as members of the Committee shall continue as members of the Committee until their successors are appointed.

(c) Vacancies. The Board may appoint a member to fill a vacancy which occurs in the Committee between annual elections of Directors. If a vacancy exists on the Committee, the remaining members shall exercise all of their powers so long as a quorum remains in office.

(d) Removal of Member. Any member of the Committee may be removed from the Committee by a resolution of the Board.

3.3 Number of Members

The Committee shall consist of three or more Directors.

3.4 Qualification and Independence of Members

(a) Qualification of Members. A Director is not required to have any specific qualifications in order to serve as a member of the Committee.

(b) Independence of Members. Each member of the Committee shall be independent for the purposes of all applicable regulatory and stock exchange requirements.

4. COMMITTEE CHAIR

4.1 Board to Appoint Chair

The Board shall appoint the Chair from the members of the Committee (or if it fails to do so, the members of the Committee shall appoint the Chair of the Committee from among its members).

4.2 Chair to be Appointed Annually

The designation of the Committee's Chair shall take place annually at the first meeting of the Board after a meeting of the members at which Directors are elected, provided that if the designation of Chair is not so made, the Director who is then serving as Chair shall continue as Chair until his or her successor is appointed.

5. COMMITTEE MEETINGS

5.1 Quorum

A quorum of the Committee shall be two members.

5.2 Secretary

The Chair shall designate from time to time a person who may, but need not, be a member of the Committee, to be Secretary of the Committee.

5.3 Time and Place of Meetings

The time and place of the meetings of the Committee and the calling of meetings and the procedure in all things at such meetings shall be determined by the Committee; provided, however, the Committee shall meet at least two times per year.

5.4 Right to Vote

Each member of the Committee shall have the right to vote on matters that come before the Committee.

5.5 Voting

Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose. Actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose.

5.6 Invitees

The Committee may invite Directors, officers**,** consultants and employees of the Corporation or any other person to attend meetings of the Committee to assist in the discussion and examination of the matters under consideration by the Committee.

5.7 Regular Reporting

The Committee shall report to the Board at the Board's next meeting the proceedings at the meetings of the Committee and all recommendations made by the Committee at such meetings.

6. AUTHORITY OF COMMITTEE

6.1 Retaining and Compensating Advisors

The Committee shall have the sole authority to retain and terminate any firm engaged to assist it in identifying director candidates and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms of any such firm and other advisors.

6.2 Subcommittees

The Committee may form and delegate authority to subcommittees if deemed appropriate by the Committee.

6.3 Recommendations to the Board

The Committee shall have the authority to make recommendations to the Board, but shall have no decision-making authority other than as specifically contemplated in this Charter.

7. REMUNERATION OF COMMITTEE MEMBERS

Members of the Committee and the Chair shall receive such remuneration for their service on the Committee as the Board may determine from time to time.

8. SPECIFIC DUTIES AND RESPONSIBILITIES

8.1 Nomination of New Directors

(a) Evaluating Competencies and Skills. The Committee shall provide recommendations to the Board with respect to the following matters:

(i) the competencies and skills that the Board, as a whole, should possess;

(ii) the competencies and skills each existing Director possesses and which the Board as a whole therefore possesses; and

(iii) the personality and other qualities of each Director, as these may ultimately determine the boardroom dynamic.

(b) Identifying and Recommending New Nominees. The Committee shall identify the individuals qualified to become new Directors and recommend to the Board new nominees for election by shareholders or for appointment by the Board to fill any vacancy on the Board. In making its recommendations to the Board, the Committee shall consider:

(i) any selection criteria approved by the Board from time to time, including the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess;

(ii) the competencies and skills that the Board considers each existing Director to possess;

(iii) the competencies and skills each new nominee would bring to the boardroom; and

(iv) whether or not each new nominee can devote sufficient time and resources to his or her duties as a Director.

(c) Exception. If the Corporation is legally required by contract or otherwise to provide third parties with the right to nominate Directors, the Committee shall have no responsibility for the selection and nomination of such Directors.

9. GOVERNANCE PRINCIPLES AND DISCLOSURE

9.1 Governance Principles

(a) Governance Principles. The Committee shall develop and recommend to the Board the Corporation's approach to corporate governance, including a set of governance principles and guidelines (the "**Governance Principles**").

(b) Difference from Recommended Practices. If any of the Governance Principles are different from those recommended by applicable securities regulators or stock exchanges, the Committee shall advise the Board why it considers these differences to be appropriate.

(c) Annual Review of Governance Principles. The Committee shall review the Governance Principles at least annually and recommend to the Board any changes to the Governance Principles which it considers appropriate.

9.2 Governance Disclosure

The Committee shall review and recommend to the Board for approval any disclosure relating to the Corporation's governance practices.

10. BOARD EFFECTIVENESS

10.1 Size of the Board

The Committee shall, on an annual basis, examine the size and composition of the Board and, if appropriate, recommend to the Board a program to establish a Board comprised of members who facilitate effective decision-making.

10.2 Committees of the Board

The Committee shall review the Board's committee structure on an annual basis and recommend to the Board any changes it considers necessary or desirable with respect to the committee structure, including:

(a) the Charters of each committee;

(b) the criteria for membership on any committee;

(c) the composition of each committee;

(d) the appointment and removal of members from any committee;

(e) the operations of each committee, including the ability of any committee to delegate any or all of its responsibilities to a sub-committee of that committee; and

(f) the process by which each committee reports to the Board.

10.3 Delineating Board and Management Responsibilities

The Committee shall:

(a) develop and recommend to the Board position descriptions for Directors, including:

(b) the chair of each committee of the Board, and

(c) the chair of the Board; and

(d) together with the CEO and in consultation with the Compensation Committee develop and recommend to the Board a position description for the CEO, including:

(i) defining the limits of management's responsibilities; and

(ii) overall corporate goals and objectives that the CEO is responsible for meeting, taking into consideration goals and objectives relevant to CEO compensation approved by the Compensation Committee of the Board.

10.4 Succession Planning

The Committee shall make recommendations to the Board with respect to management succession including:

(a) policies and principles for CEO selection and performance review with respect to potential successors to the CEO; and

(b) policies regarding succession in the event of an emergency or the retirement of the CEO.

10.5 Special Outside Advisors

The Chair shall consider and, if determined to be appropriate, approve requests from Directors or committees of Directors for the engagement of special outside advisors from time to time (in addition to any right that a Director may have to engage outside advisors under general corporate law).

11. ORIENTATION AND CONTINUING EDUCATION

11.1 Orientation

The Committee shall develop and recommend to the Board a comprehensive orientation program for new Directors, which shall include assisting new Directors to understand:

(a) the role of the Board and its committees;

(b) the contribution individual Directors are expected to make (including the commitment of time and resources that the Corporation expects from its Directors); and

(c) the nature and operation of the Corporation's business.

11.2 Continuing Education

The Committee shall develop and recommend to the Board a continuing education program for all Directors which shall, among other things:

(a) assist Directors to maintain or enhance their skills and abilities as directors; and

(b) assist Directors in ensuring that their knowledge and understanding of the Corporation's business remains current.

12. ASSESSMENT PROCESS

12.1 Board, Committee and Individual Director Assessment

The Committee shall:

(a) develop and recommend to the Board a process for assessing the performance and effectiveness of the Board as a whole, the committees of the Board and the contributions of individual Directors on an annual basis, such process to consider:

(i) the solicitation and receipt of comments from Directors, as appropriate;

(ii) the Board's written Charter;

(iii) the Charter of each committee of the Board;

(iv) applicable position description(s) for each individual Director and for the chairs of the Board; and

(b) be responsible for overseeing the execution of the assessment process approved by the Board and management.

(i) of each committee of the Board; and

(ii) the competencies and skills each individual Director is expected to bring to the Board.

13. POLICIES

13.1 Disclosure Policy

The Committee shall, in consultation with the Disclosure Committee, review and recommend that the Board adopt a policy for the Corporation's communications with shareholders, the investment community, the media, governments and their agencies, employees and the general public. One member of the Committee, in addition to one member of the Audit Committee, which can be the same person, shall oversee the activities of the Disclosure Committee. and receive regular reports from management and the Disclosure Committee with respect to the policy and the Corporation's compliance with its continuous and timely disclosure obligations thereunder. The Disclosure Committee shall be composed of the Chair, the CEO, the CFO and the Corporate Controller plus any other members of Management that the CEO considers appropriate.

13.2 Ethical Compliance and Legal Compliance

The Committee shall:

(a) subject to Board approval, establish, review and update periodically the Corporation's Code of Business Conduct and Ethics with a view to complying with all applicable rules and regulations, and ensure that management has established a system to enforce this code;

(b) review, approve and receive regular reports from management and the audit committee of the Board with respect to compliance with the Corporation's Code of Business Conduct and Ethics and the review system in place to ensure that the Corporation's financial statements, reports and other financial information disseminated to governmental organizations and the public satisfy legal requirements;

(c) satisfy itself that management has established a system to disclose the Code of Business Conduct and Ethics, any amendments to the code and any waivers from the code granted by the Committee for the benefit of a Director or senior officer of the Corporation, as required by applicable rules and regulations and receive regular reports from management with respect to compliance with this system; and

(d) review, approve and receive regular reports from management and the Corporation's legal counsel with respect to legal compliance matters including the Corporation's corporate securities trading policy.

14. ANNUAL PERFORMANCE EVALUATION

On an annual basis, the Committee shall follow the process established by it and adopted by the Board (referred to in Section 12 above) for all committees of the Board for assessing the performance and effectiveness of the Committee.

15. CHARTER REVIEW

The Committee shall review and assess the adequacy of this Charter annually and recommend to the Board any changes it deems appropriate.

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Approved by the Board of Directors on August 28, 2019. Re-affirmed by the Board of Directors on March 24, 2021.

Re-affirmed by the Board of Directors on Feb. 8, 2023. Re-affirmed by the Board of Directors on March 14, 2024. Re-affirmed by the Board of Directors on March 13, 2025.

Re-affired by the Board of Directors on March 27, 2026