

POET TECHNOLOGIES INC
(the “Company”)

POSITION DESCRIPTION
CHIEF EXECUTIVE OFFICER

ACCOUNTABILITY AND ROLE:

The chief executive officer is accountable to the board. The chief executive officer is responsible for establishing the goals, objectives and strategies for the business of the Company and for the executive leadership and operational management of the Company with a view to enhancing shareholder value.

RESPONSIBILITIES:

The responsibilities of the chief executive officer will include the following:

1. formulate and recommend corporate goals, objectives and strategies that lead to the creation of shareholder value and establish short- and long-term business and financial plans to fulfil such goals, objectives and strategies for presentation to and approval by the board;
2. strive to fulfil approved goals, objectives and strategies and execute business operations in accordance with approved business and financial plans;
3. communicate with the board in a timely and candid manner on the Company’s performance with regard to approved goals and objectives and all material deviations from the approved goals and objectives or any material deviations from the limitations or expectations established by the board;
4. oversee and take steps to enhance where necessary, reliable internal control systems within the Company;
5. respect the Board’s independence, including discussing major corporate commitments with the Board before they are made, and respecting directors’ need to meet independently;
6. provide the board with information that will enable the board to keep up to date on the Company, its business, risks and industry and to make fully informed decisions;
7. oversee the Company’s achievement and maintenance of a satisfactory competitive position within its industry;
8. develop, lead and evaluate an effective management team and ensure that the day-to-day business affairs and operations of the Company are appropriately managed;
9. in consultation with the chair of the board, the president, chief operating officer and chief financial officer, serve as the chief spokesperson for the Company;
10. promote a corporate culture that encourages intellectual honesty, individual integrity and a positive and ethical work environment that is conducive to attracting, retaining and motivating a diverse group of top-quality employees;
11. implement an active plan for management development and succession and ensure that there is an effective succession plan in place for the position of CEO;

12. fulfil all responsibilities as assigned by the board, in the manner expected by the board; and
13. advise the board of relevant business trends and risks, anticipated adverse media coverage, material external or internal changes affecting the Company, its business, risks and industry, and any changes in the assumptions upon which any board decision or approval has previously been made.

Approved by the Board of Directors May 10, 2022