POET TECHNOLOGIES INC.

Suite 501, 121 Richmond Street West, Toronto, Ontario, CANADA, M5H 2K1
Facsimile: (416) 861-0749 ***Telephone: (416) 368-9411***

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General and Special Meeting (the "Meeting") of the Shareholders of **POET TECHNOLOGIES INC.** (the "Company") will be held in the Guadalupe Room of the San Jose Marriot Hotel Located at 301 South Market Street, San Jose, California, USA, on Friday June 12, 2015, at the hour of 9:00 a.m. Pacific time, for the following purposes:

1. To receive the Directors' Report to the Shareholders and the Audited Consolidated Financial Statements of the Company together with the Auditor's Report thereon for the financial year ended December 31st, 2014;
2. To elect directors for the ensuing year;
3. To appoint the auditors for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
4. To pass an ordinary resolution approving the amendments to the Company's Stock Option Plan and approving the 2015 Plan as amended, with Insiders of the Company abstaining from voting, as set out in the Management Information Circular;
5. To consider and, if thought fit, to pass special resolution approving and ratifying the Consolidation of the Company's common shares on the basis of one new common share for a maximum of three pre-consolidation shares and the accompanying Name Change, as set out in the accompanying Management Information Circular;
6. To transact such further or other business as may properly come before the Meeting and adjournments thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice.

If you are unable to attend the Meeting in person, please vote your shares using the proxy or the voting instruction form (VIF) that you received by mail. Follow the instructions on the said proxy or VIF, and ensure that your vote is received before the deadline identified in the proxy or VIF.

DATED this 27th day of April, 2015

BY ORDER OF THE BOARD OF DIRECTORS

Michel Lafrance

MICHEL J. LAFRANCE, SECRETARY

If you are a <u>non-registered</u> shareholder of the Company known as an "OBO" and have received a proxy or voting instruction form through your broker or through another intermediary (instead of from the Company's Transfer Agent), please follow the instructions provided to you by them in order to vote your shares and ensure that you do so prior to the cut-off time. Failure to do so may result in your shares not being eligible to be voted at the meeting.