

Integrated Photonics

The Next Wave in Photonics Growth

Dr. Suresh Venkatesan, CEO

POET Technologies

OCTOBER 2016



Safe Harbor - 1

- POET Technologies Inc. (the Company) has filed a final base shelf prospectus containing important information relating to the securities described in this presentation with the securities regulatory authorities in each of the provinces of Canada (other than Quebec). A copy of the final base shelf prospectus, any amendment to the final base shelf prospectus and any applicable shelf prospectus supplement that has been filed, is required to be delivered with this document. The Company has also filed a registration statement on Form F-10, which includes the final base shelf prospectus (the U.S. Registration Statement), with the United States Securities and Exchange Commission (the SEC) which covers the offering of securities of the Company to which this presentation relates.
- This presentation does not provide full disclosure of all material facts relating to the securities offered. Investors should read the final base shelf prospectus, any amendment and any applicable shelf prospectus supplement, in each case along with the documents incorporated by reference therein, for disclosure of those facts, including risk factors relating to the securities offered, before making an investment decision. Before you invest, you should also read the Company's filings with the SEC for more complete information about the Company and this offering. You may obtain the U.S. Registration Statement and the Company's other filings with the SEC for free by visiting EDGAR on the SEC's website at www.sec.gov or on the Company's website at www.poet-technologies.com. Alternatively, the Company, any underwriter or any dealer participating in the offering will arrange to send you the final base shelf prospectus, any amendment and any applicable shelf prospectus supplement if you request them by email at placements@hcwco.com (for investors in the United States) or ssmoroz@cormark.com (for investors in Canada).

Safe Harbor - 2

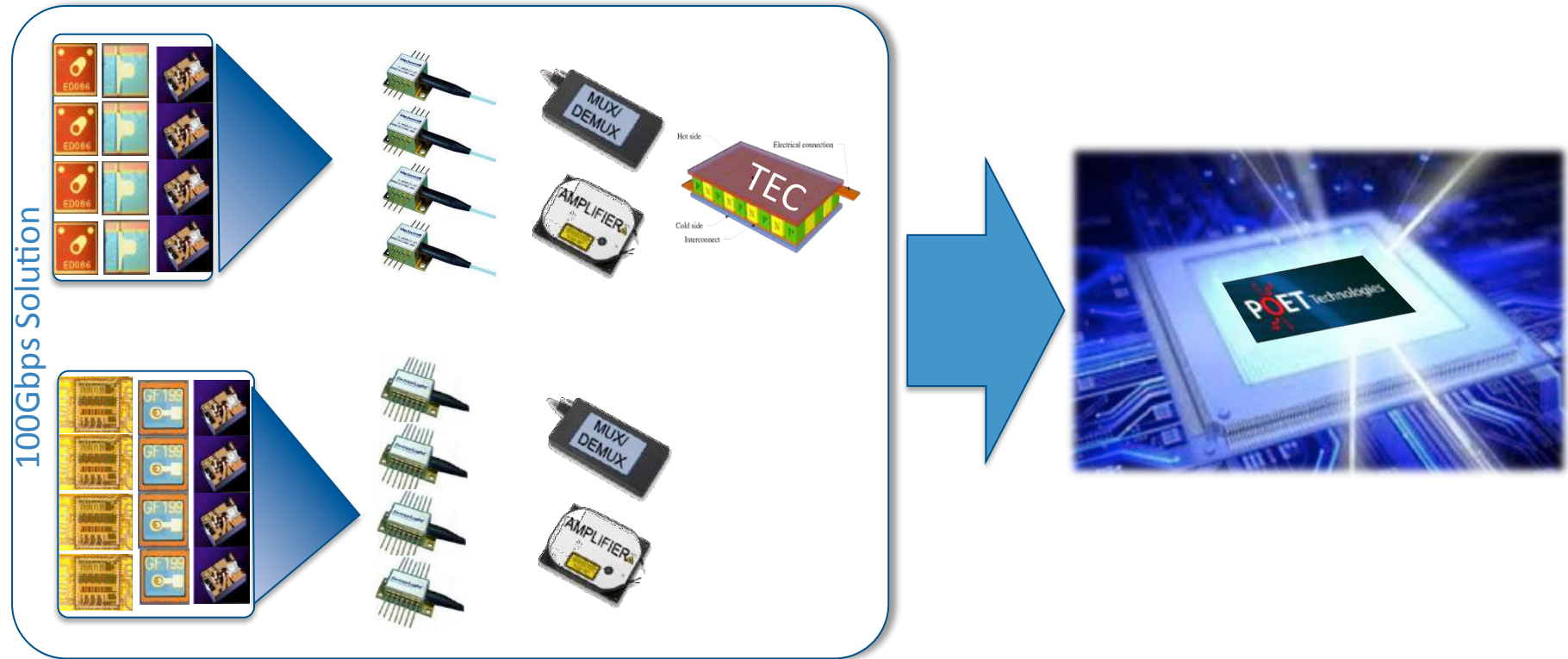
- This presentation and the statements made by representatives of the Company in connection herewith contain forward-looking statements and forward-looking information within the meaning of U.S. and Canadian securities laws, including but not limited to statements relating to forecasted revenue & market growth and other projections, such as those included in slides 9,10,11,20,21,25,27,29,33,34 of this presentation. Forward-looking statements and information can generally be identified by the use of forward-looking terminology or words, such as, "continues", "with a view to", "is designed to", "pending", "predict", "potential", "plans", "expects", "anticipates", "believes", "intends", "estimates", "projects", "forecasts" and similar expressions or variations thereon, or statements that events, conditions or results "can", "might", "will", "shall", "may", "must", "would", "could", or "should" occur or be achieved and similar expressions in connection with any discussion, expectation, or projection of future operating or financial performance, events or trends. Forward-looking statements and forward-looking information are based on management's current expectations and assumptions, which are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict. The forward-looking statements and information in this presentation and made by representatives of the Company are subject to various risks and uncertainties, including those described under the heading "Risk Factors" in the Company's annual information form, many of which are difficult to predict and generally beyond the control of the Company, including without limitation risks: associated with the Company's limited operating history; associated with the Company's need for additional financing, which may not be available on acceptable terms or at all; that the Company will not be able to compete in the highly competitive semiconductor market; that the Company's objectives will not be met within the time lines the Company expects or at all; associated with research and development; associated with the integration of recently acquired businesses; associated with successfully protecting patents and trademarks and other intellectual property; concerning the need to control costs and the possibility of unanticipated expenses; associated with manufacturing and development; that the trading price of the common shares of the Company will be volatile; and that shareholders' interests will be diluted through future stock offerings or options and warrant exercises. For all of the reasons set forth above, investors should not place undue reliance on forward-looking statements. Other than any obligation to disclose material information under applicable securities laws or otherwise as may be required by law, the Company undertakes no obligation to revise or update any forward-looking statements after the date hereof.
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- This presentation refers to brand names, trademarks or service marks of the Company and other companies. All brand names, trademarks, service marks or trade names cited in this presentation are the property of their respective holders.

Offering Summary

Expected Pricing	Late October / Early November 2016
Settlement	T+3 ; Shares will be fully registered in both Canada and US
Listing / Ticker	TSX Venture (Canada) – PTK , OTC QX - POETF
Offering	Contemplated Offering will consist of Common & Warrants
Use of Proceeds	Capital expansion, product and sales development & general corporate purposes
Bookrunners	Rodman & Renshaw (a unit of H.C. Wainwright & Co., LLC)
Co-Managers	Cormark Securities (Lead Manager), IBK Capital Corp.

Rodman & Renshaw (a unit of H.C. Wainwright & Co., LLC) are underwriters in the United States only.

We Enable Opto-Electronic Integration



- Improves cost, space, power, reliability
- Makes opto-electronics economical

Company Overview



- Developing highly **disruptive semiconductor technology**:
 - Industry's **first monolithic integration** of high speed electronics and photonics
 - Applications across multiple market verticals
- Transitioning from **Technology Development to Commercialization**
- \$100M invested resulting in **defensible and comprehensive patent portfolio**
 - Device structure and process IP and know how [58 patents granted/filed]
- **Publicly Traded**: TSX Venture (Canada) – PTK ; OTCQX (US) – POETF (SEC Reporting)
- **Global Offices**:
 - Operations and lab facilities – Silicon Valley, California
 - Administrative – Toronto, Canada
 - Fabrication, design and testing facilities – Changi, Singapore

Experienced Management Team



Dr. Suresh Venkatesan, CEO

- 25 years semiconductor industry experience – Motorola, Freescale & GLOBALFOUNDRIES
- Technology Development & Commercialization



William "Bill" Ring, Product Development

- 20 years semiconductor industry experience – HP, Tyco, BB Photonics
- Optical technology, product and business development



Dr. Subhash Deshmukh, COO

- 25 years semiconductor industry experience – Applied Materials, Varian, Lam Research, AMI Semiconductors
- General Management and Business Development



Gerald Rodrigues, President, DenseLight Semiconductors

- 40 years electronics industry experience – Texas Instruments, ITT Electronics, Data General Corp,
- Mergers & acquisitions, corporate restructuring



Kevin Barnes, CFO

- 15 years management reporting on public companies
- Financial reporting and Controller



Dr. Yee-Loy Lam, CTO

- Co-founder of DenseLight Semiconductors
- Professor Nanyang Technological University
- Specialist in optoelectronics, fiber-optics sensors and photonics systems applications

Seasoned Board of Directors



Ajit Manocha, Exec. Chairman

- Most recently CEO of GLOBALFOUNDRIES
- 35 years of semiconductor experience with deep knowledge of the technology and operations



Todd A. DeBonis, Director

- CEO of Pixelworks (NASDAQ: PXLW)
- Semiconductor veteran with over 27 years of expertise in sales, marketing and corporate development



John F. O'Donnell, Director

- Counsel to Stikeman Keeley Spiegel Pasternack LLP
- Canadian attorney with 43 years of experience specializing in corporate and securities law



David E. Lazovsky, Director

- Founder, CEO and Director of Intermolecular (NASDAQ: IMI)
- 20 years of semiconductor industry experience including IMI and Applied Materials



Chris Tsiofas, Director

- Partner at Toronto Chartered Professional Accountancy firm Myers Tsiofas Norheim LLP
- 25 years of experience on both financial and operational issues



Mohandas Warrior, Director

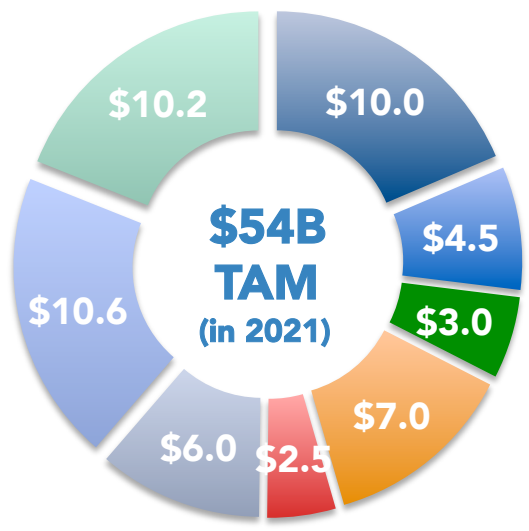
- President & CEO of Alflight since 2004
- 15 years at Motorola Semiconductors (Freescale) leading test and assembly operations

Investment Highlights

- Poised to disrupt the market with Integrated Photonic solutions
- Acceleration of revenue and time to market expected with acquisitions
- High customer demand for Integrated Photonics solutions
 - Relieves current cost and power pain points in data communications
- High capital efficiency with a fully equipped photonics manufacturing facility
- Positioned for strong revenue growth, margin expansion and profitability
- Sustainable competitive differentiation

Targeting a Large and Growing Photonics Market

Photonics Market
Forecasted 8-12% CAGR through 2021



- Test and Measurement
- Navigation
- Lidar
- Spectroscopy
- Health Care
- Oil and Gas
- Structural Health Monitoring
- Laser Light Sources
- Data Communications

Photonic Sensing

- Test and Measurement
- Navigation
- LIDAR systems
- Medical and Health Care
- Oil and Gas



Data Communications

- Telecom
- Optical Communications



Market size numbers represent projections / forecasts / estimates
 Source: MarketsandMarkets, LaserFocusWorld, Allied Market Research, Photonics Industry Report by Photonics.org, Light Counting 2016 Reports (FTTX, Data Centers)

Data Communications: Cloud Growth Driving Hyper Network Expansion

INTERNET OF THINGS



25B

connected objects by 2015⁽²⁾

SMARTPHONES



Over 1.6 Billion

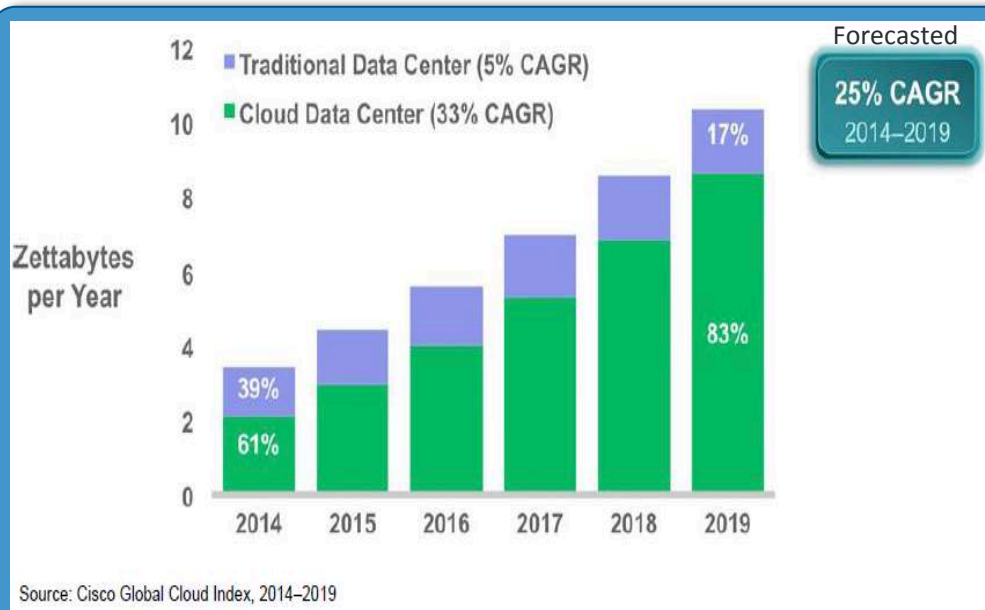
smartphones and tablets to be sold in 2015⁽⁴⁾

CLOUD COMPUTING



Increased adoption

by businesses and consumers for applications and infrastructure



New Phase of Photonics Growth driven by Consumer Applications

APPS / SOCIAL



1.8 Billion
photos uploaded and shared every day⁽³⁾

OTT VIDEO



1M Minutes
of video content will pass through networks in 2018 every second⁽⁴⁾

NEW TECHNOLOGIES



Faster speeds through
LTE, FTTH rollouts

(1) IDC Research
(2) Gartner, "Forecast: Internet of Things, Endpoints, and Associated Services, Worldwide, 2014," October 2014.
(3) Mary Meeker "Internet Trends 2014 - Code Conference," May 2014.
(4) Cisco VNI "The Zettabyte Era," June 2014.

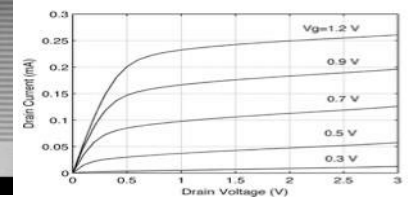
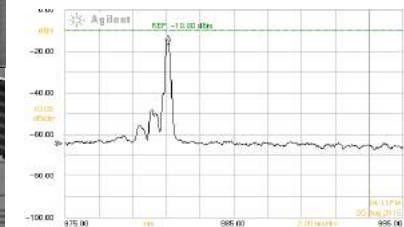
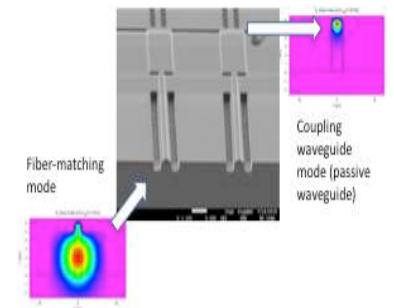
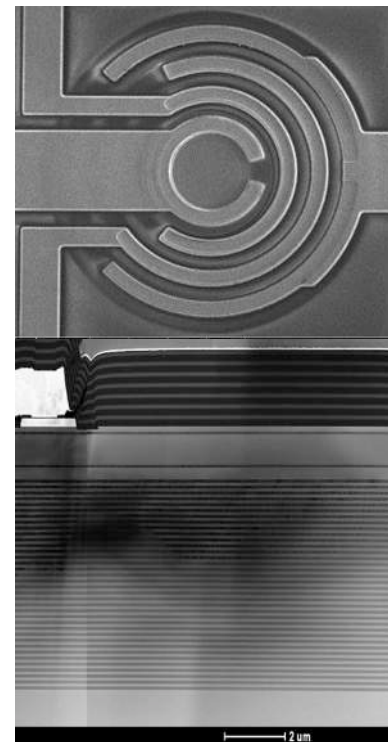
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POET's Proprietary Platform for Opto-Electronic Integration

- POET (Planar Opto-Electronic Technology) Platform is a novel Gallium Arsenide (GaAs) III-V compound semiconductor process technology
 - Moore's Law like functional integration to the field of optics
- First GaAs process technology to support integration of complementary HFETs and vertical and horizontal Lasers, Detectors and Photonic elements
- Novel and disruptive embedded dielectric waveguide technology

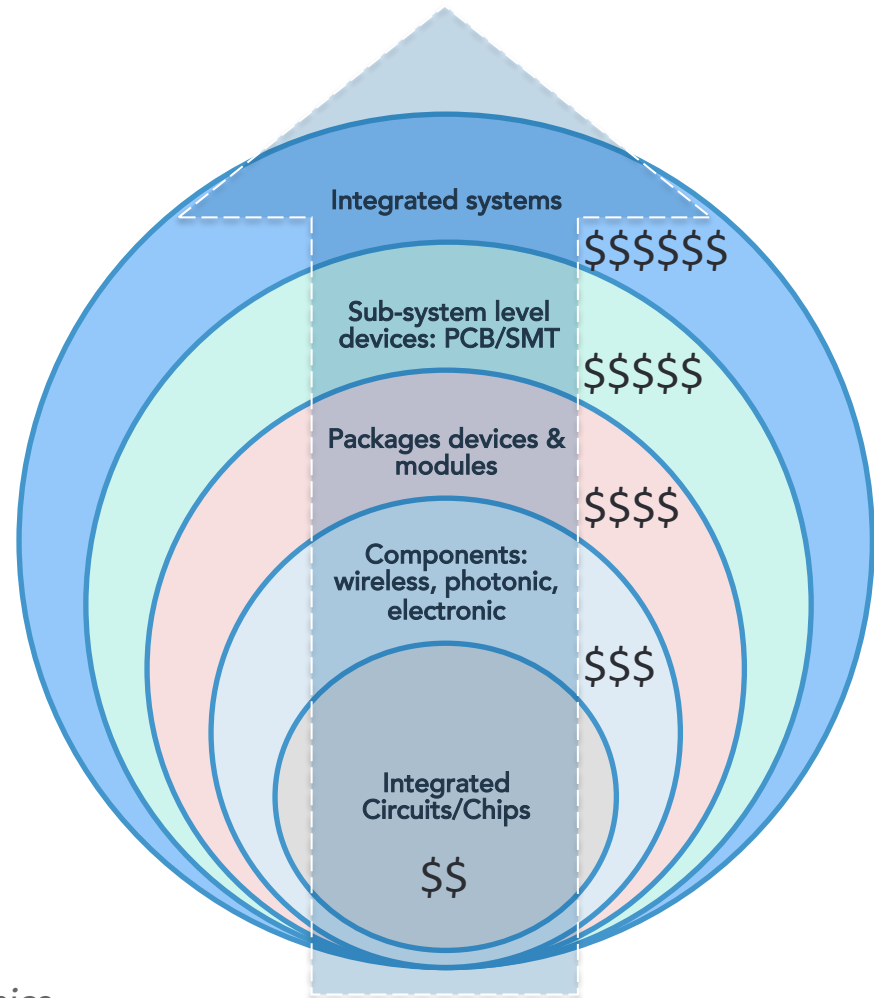
Demonstrated Results

POET Thyristor VCSEL



Creating Value Through Photonic Integration

- Only technology to integrate*
photonics and electronics,
including light sources
- Platform to accelerate growth
- World-class technical team
- First mover advantage
- 58 patents granted or filed
- Integration: move up the value
chain from components to
modules to sub-systems

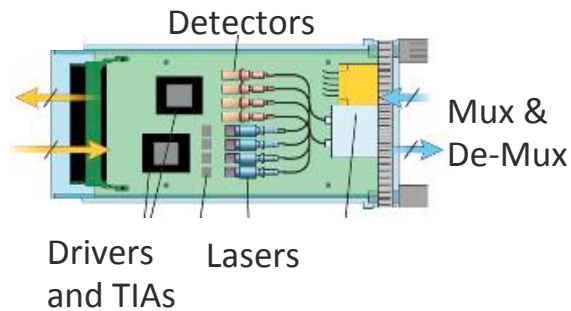


**Monolithic integration of electronics and photonics*

Integration Drives Value

POET: Developing A Disruptive Integrated Solution

Conventional Solutions



Comprised of 4-5 different chips packaged together:

- 1) Lasers or Laser Arrays
- 2) Detectors or Detector Arrays
- 3) Laser / Modulator Drivers
- 4) Trans Impedance Amplifiers (TIA's)
- 5) Multiplexers / De-Multiplexers

Complex, Expensive

POET Integrated Optical Engine




Advantages

- Single Chip Solution
Monolithic Integration of Laser Driver, Lasers and Detectors
- Unique Detector architecture eliminates TIA

Simple, Low-Cost

- Lower Cost
- Lower Power
- Higher Reliability (fewer components)
- Smaller Form Factor (higher density of optical ports)
- Cost Scales sub-linearly with # of channels

Broad Patent Portfolio



US006936839B2

(12) **United States Patent**
Taylor

(10) Patent No.: **US 6,936,839 B2**
(45) Date of Patent: **Aug. 30, 2005**

(54) **MONOLITHIC INTEGRATED CIRCUIT INCLUDING A WAVEGUIDE AND QUANTUM WELL INVERSION CHANNEL DEVICES AND A METHOD OF FABRICATING SAME**

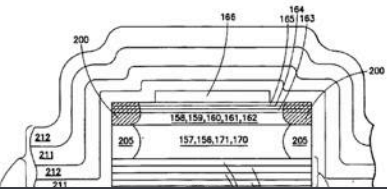
4,827,320 A 5/1989 Morkoc et al. 357/22
4,899,200 A 2/1990 Shur et al. 357/30


(Continued)

(75) Inventor: **Geoff W. Taylor**, Storrs-Mansfield, CT (US)

(73) Assignee: **The University of Connecticut**, Farmington, CT (US)

(*) Notice: Subject to any disclaimer, the term of this patent is extended or adjusted under 3: U.S.C. 154(b) by 95 days.





US007012274B2

(12) **United States Patent**
Taylor

(10) Patent No.: **US 7,012,274 B2**
(45) Date of Patent: **Mar. 14, 2006**

(54) **MODULATION DOPED THYRISTOR AND COMPLEMENTARY TRANSISTORS COMBINATION FOR A MONOLITHIC OPTOELECTRONIC INTEGRATED CIRCUIT**

(56) **References Cited**

U.S. PATENT DOCUMENTS

3,919,656 A	11/1975	Sokal et al.	330/51
4,424,525 A	1/1984	Mimura et al.	357/23
4,658,403 A	4/1987	Takiguchi et al.	372/96
4,683,484 A	7/1987	Derkats, Jr.	357/16

(75) Inventor: **Geoff W. Taylor**, Storrs-Mansfield, CT (US)

(73) Assignee: **The University of Connecticut**, Farmington, CT (US)

(*) Notice: Subject to any disclaimer, the term of this patent is extended or adjusted under 35 U.S.C. 154(b) by 0 days.

(21) Appl. No.: **10/469,649**

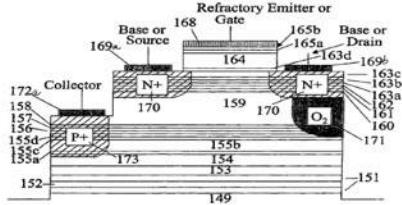
(22) PCT Filed: **Mar. 4, 2002**

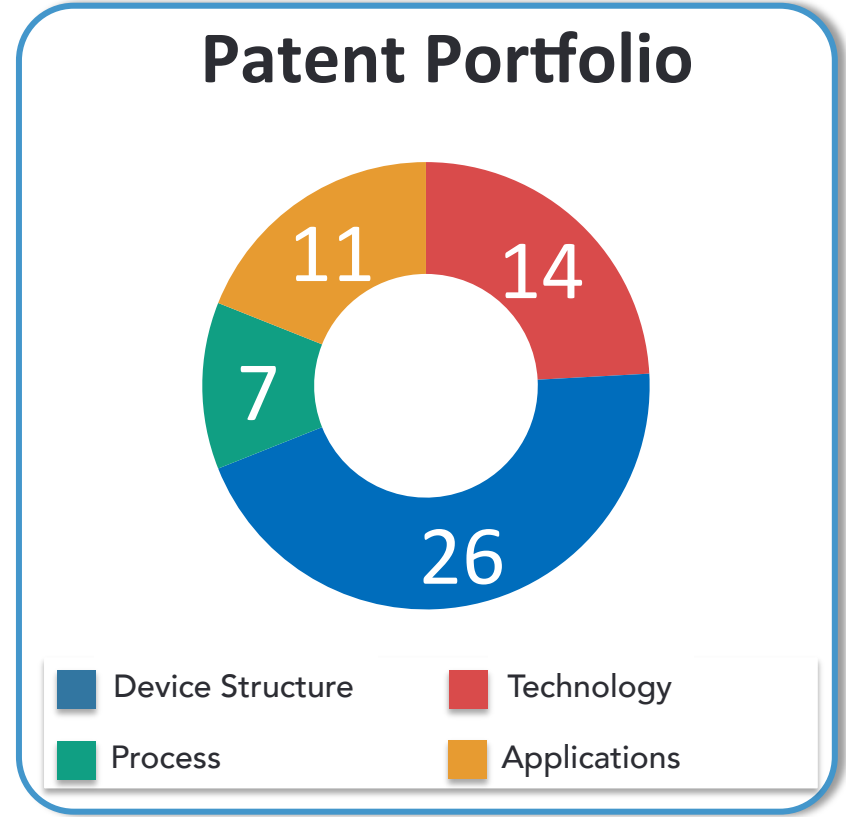
(86) PCT No.: **PCT/US02/06802**

§ 371 (c)(1), (2), (4) Date: **Aug. 29, 2003**

(87) PCT Pub. No.: **WO02/071490**
PCT Pub. Date: **Sep. 12, 2002**

(65) **For Publication Data**
US 2004/0071490 A1 Apr. 22, 2004





58 Patents Granted/Filed

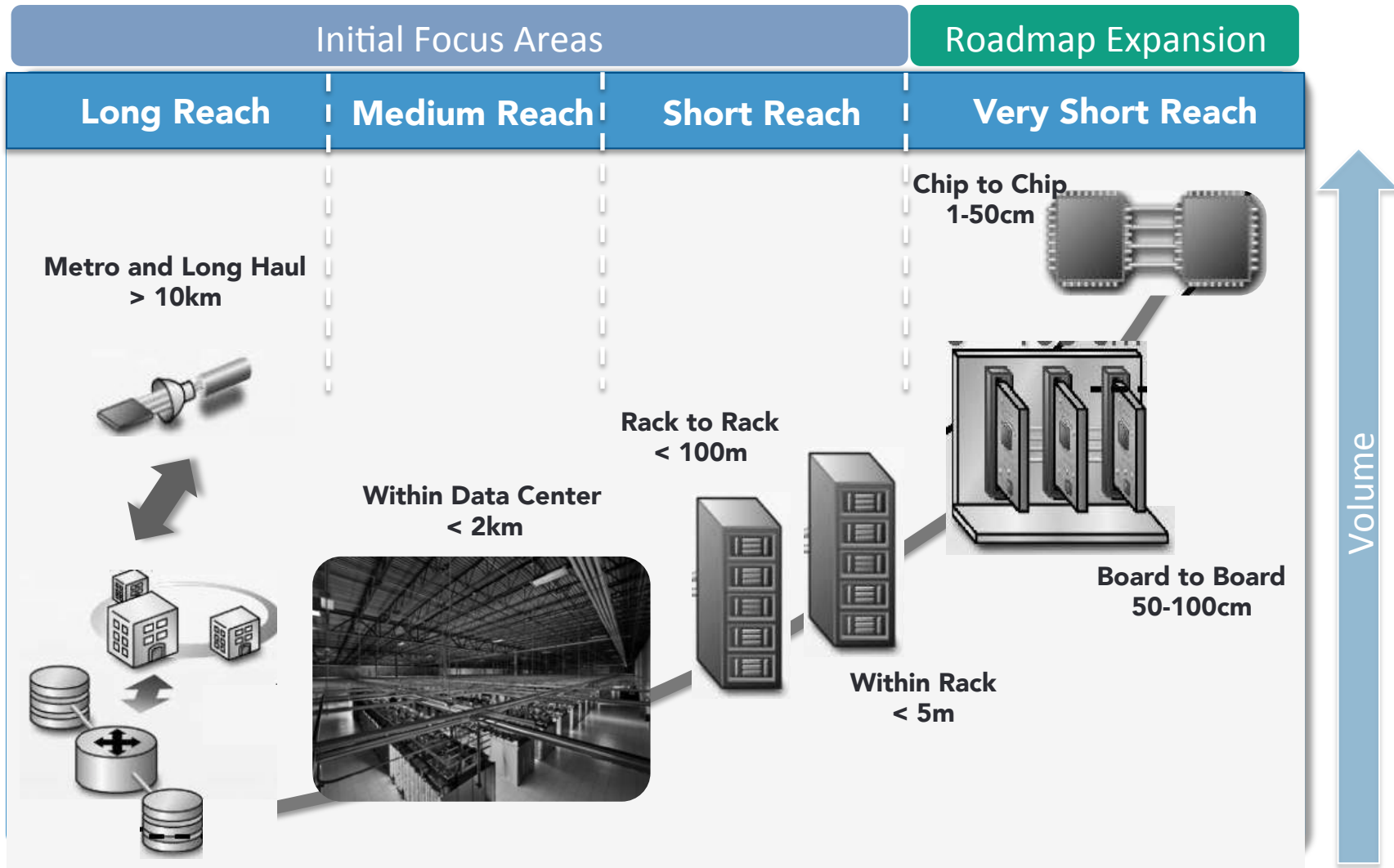
Recent Acquisitions: Expanded Capabilities

	POET	POET + Acquisitions	
REACH	Short (0-100m)	Medium (100m-2km)	Long (> 10km)
APPLICATIONS	Data Centers <ul style="list-style-type: none"> Active Optical Cables (AOC) - Direct Attach Copper replacement Consumer <ul style="list-style-type: none"> Thunderbolt, HDMI On-Board / On-Chip 	Expanded SAM in Data Communications <ul style="list-style-type: none"> Pluggable Modules 	<ul style="list-style-type: none"> Metro / LAN Fiber to the Home/ PON Telecom
III-V MATERIAL	Gallium Arsenide (GaAs)	Indium Phosphide (InP)	
PRODUCTS & SOLUTIONS	VCSEL / Multi-Mode Fiber (MMF)	<ul style="list-style-type: none"> Photonic Sensing - Broadband Super Lumiscent LED Narrow Line Width Lasers (Gain Chip + FBGL) Distributed Feedback (DFB) Lasers Athermal wavelength control 	
MANUFACTURING & SALES	<ul style="list-style-type: none"> Outsourced Pre-revenue 	<ul style="list-style-type: none"> ISO9000 compliant facility – 2x wafer capacity expected in 2017 Established sales channels and sales team 	

Market size numbers represent projections / forecasts / estimates

Data Communications – Expanded Reach

Long, Medium & Short Applications



Strong and Growing Customer Base

APPLICATIONS	CURRENT CUSTOMERS
Test and Measurement	
Structural Health	
Stabilization	
Health Care	
Data Communications	

The Opportunity & Go-to-Market Strategy

Established Foundation for Success

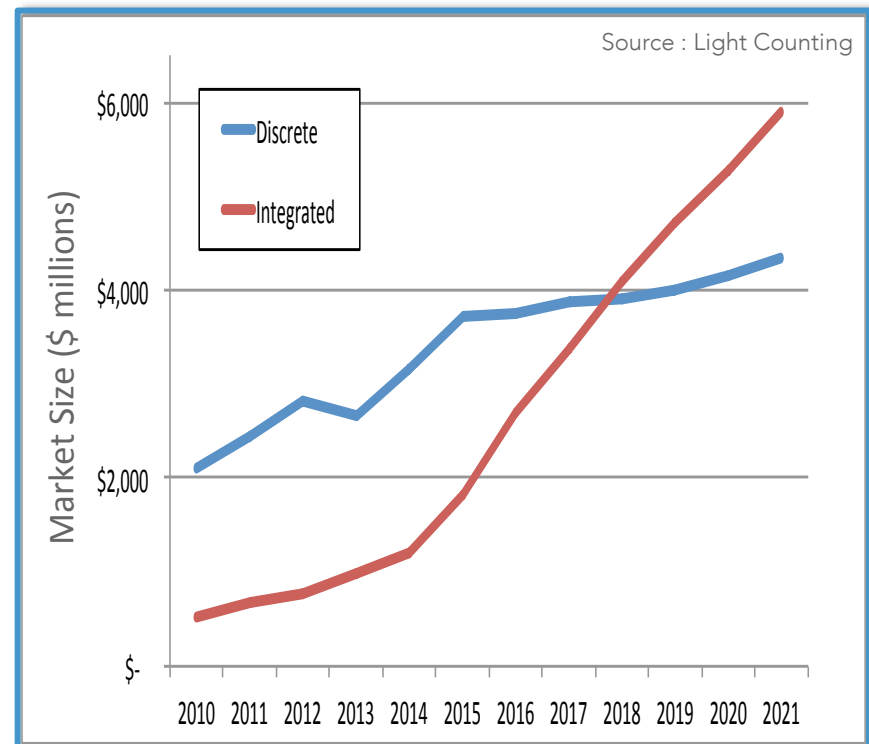
Growth of Integrated Photonic Solutions in Data Communications

The need for INTEGRATION

Data Centers are primarily about \$/Gbit for moving data from point A to point B:

- Low Power Dissipation
- Ability to deliver high volume solutions
- New solutions need to provide COST differentiation
- Packaging cost and other costs drive total cost

Discrete and Integrated Solutions Market Forecast

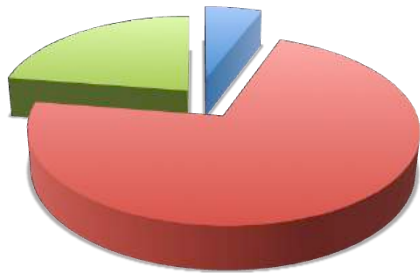


Integrated Solutions... Essential to Meet Size, Weight, Power, Performance, & Cost Requirements of Next-Generation Data

Market size numbers represent projections / forecasts / estimates

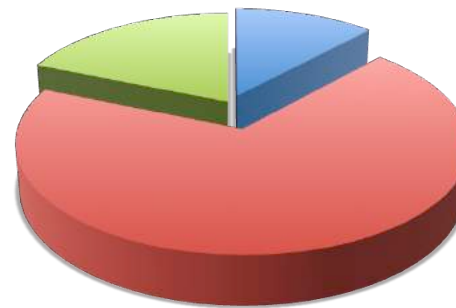
Recent Acquisitions: Expanded Market in Data Communications

Market Forecast
2016 : \$6.4B



Source : Light Counting

Market Forecast
2021 : \$10.2B



Expanded Market Opportunities

- Leveraging both GaAs and InP processing provides ability to address broader Data Communications markets
 - Silicon Photonics also require InP lasers
- Enables flexibility to sell discrete and integrated lasers
- Addressing both existing and new markets

Market size numbers represent projections / forecasts / estimates

A Platform for Broader Market in Adjacent Verticals

Initial Focus Areas

Data Communications



- Long & Short Reach
- Discrete & Integrated

POET Integrated Solution



Health Care



- Short Wavelength SLEDs
- Ophthalmic OCT
- 830-850nm

Future Opportunities

Consumer Solutions



- USB4.0 / HDMI
- Smart Pixel Arrays
- Short Reach High Speed
- Cables

Automotive



- MOST Networks
- LIDAR

Mobility



- Gesture Recognition
- Non Contact Navigation
- Depth Imaging – 3D Vision
- Proximity Sensing

Overview of Addressable Markets

- Diverse Market Verticals

Near-Term (2016-2017)

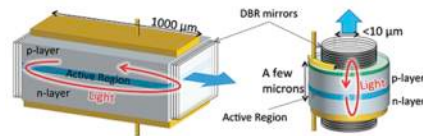
Photonic Sensing

- Test and Measurement
- Navigation
- LIDAR systems
- Medical and Health Care
- Oil and Gas



Discrete and Integrated Lasing & Receiving Solutions

- FTTX GPON and NGPON
- Data Centers
- Si Photonics Coarse Wavelength Division Multiplexing



Longer Term (2018+)

Long Reach Transceivers

- TOSA / ROSA
- Data Centers
- Metro / LAN



Active Optical Cables

- Data Centers
- Consumer
- Direct Attach Copper Replacements



Short Reach Transceivers

- Data Centers
- Storage Area Networks



Overview of Addressable Markets

- Diverse Market Verticals

Near-Term (2016-2017)

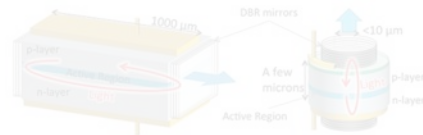
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Discrete and Integrated Lasing & Receiving Solutions

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Active Optical Cables

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Short Reach Transceivers

- Data Centers
- Storage Area Networks



Photonic Sensing – Products Driving Current Revenue

Key Products

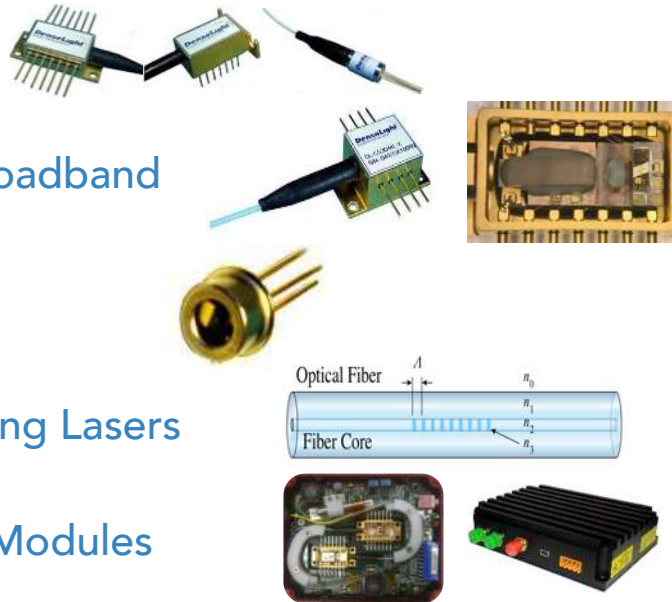
1550nm SLED

Long Wavelength
(1.2um-1.7um) Broadband
Light Sources

ELEDs (TO Cans)

Fiber Bragg Grating Lasers

Integrated Light Modules



Roadmap Extension

Short Wavelength (810nm – 850nm)

Broadband SLED Sets



Significant Opportunity Across
Multiple End Markets

Test & Measurement



TAM
\$10B

Guidance & Navigation



TAM
\$4.5B

Structural Health



TAM
\$6B

Medical & Healthcare



TAM
\$2.5B

Market size numbers represent projections / forecasts from 2019-2021
Source : MarketsandMarkets, LaserFocusWorld, Allied Market Research, Photonics Industry Report by Photonics.org

Overview of Addressable Markets

- Diverse Market Verticals

Near-Term (2016-2017)

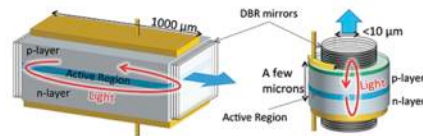
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Discrete and Integrated Lasing & Receiving Solutions

- FTTX GPON and NGPON
- Data Centers
- Si Photonics Coarse Wavelength Division Multiplexing



Longer Term (2018+)

Long Reach Transceivers

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Active Optical Cables

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Short Reach Transceivers

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- Storage Area Networks



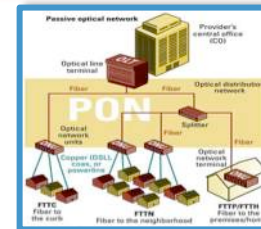
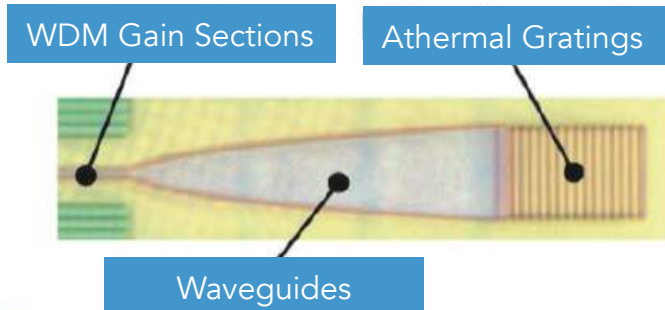
InP Lasing and Receiving Solutions

- Fiber to "X" (FTTX) and Data Centers

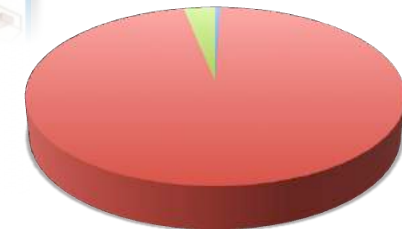
InP lasers power InP and Silicon Photonics platforms

POET enables differentiated lasing solutions:

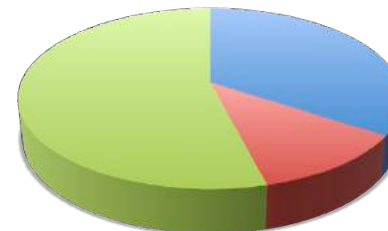
- CWDM and WDM integrated gain chips
 - Single chip solutions; lower cost
- Athermal gratings and waveguides
 - Reduced or no need to cool – i.e., less power



Forecasted InP Unit Shipments 2018 : 133M



Forecasted InP Market 2018 : \$5.8B



- Silicon Photonics
- Indium Phosphide Discrete
- Indium Phosphide Integrated

Integrated Solutions Represent Only 3% of the Units Shipped, but 55% of the Forecasted \$5.8B Total InP Market

Market size numbers represent projections / forecasts / estimates

Source : Light Counting, "Integrated Opto Electronics", May 2016

Overview of Addressable Markets

- Diverse Market Verticals

Near-Term (2016-2017)

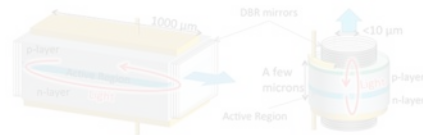
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Active Optical Cables

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Short Reach Transceivers

- Data Centers
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Commercialization of POET Optical Engine

Expected in 2018 - First Target Market: Active Optical Cables

- Market continuously seeking to cost effectively replace traditional copper-based links with optical interconnects at increasingly shorter transmission distances
- Enables disruptive reductions: component cost, module cost, form factor
- Initial focus on 10G/40G solutions within Short Reach (< 100m)



System Interconnect Value Proposition - Active Optical Cables (AOCs)

	Direct Attach Copper	Conventional Optical Engine	POET Optical Engine
Power	3W	0.5W	<0.5W
Cost	X	3X	1.5X
Form Factor	-	~25mm ²	~5mm ²
Weight, Flexibility	No	Yes	Yes
Medium	Copper	MMF	MMF/SMF
Bill of Material	-	4 chips	Single Chip

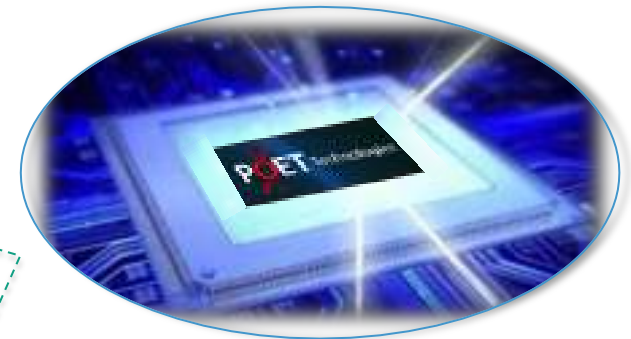
- ✓ **Lower Power per link (vs. copper)**
- ✓ **Smaller Size**
- ✓ **Lower Cost**

Projections and Estimates of conventional solutions and future product capability

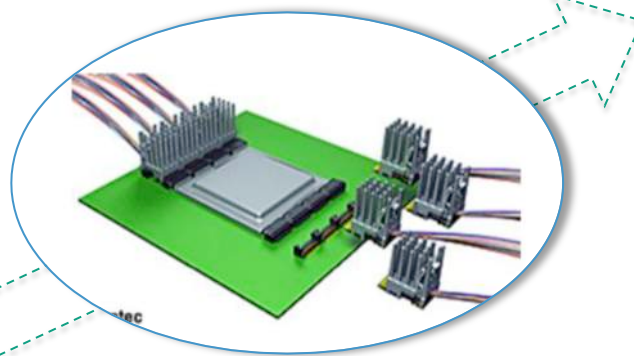
Creating and Capturing Value Through Integration

POET's unique value proposition enables an attach rate directly to the silicon chip

On the Chip



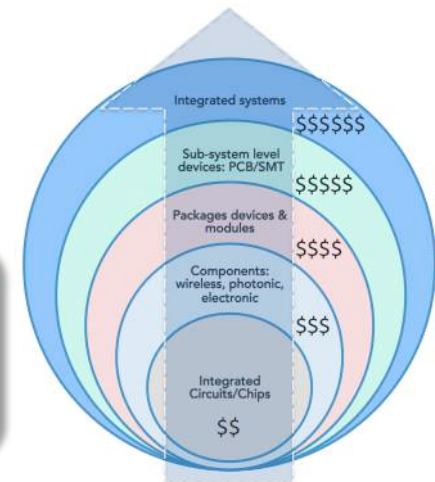
Inside the Box
On the Board



Outside the Server
Server to Server



Creating and Capturing Value Through Integration



Financial Overview

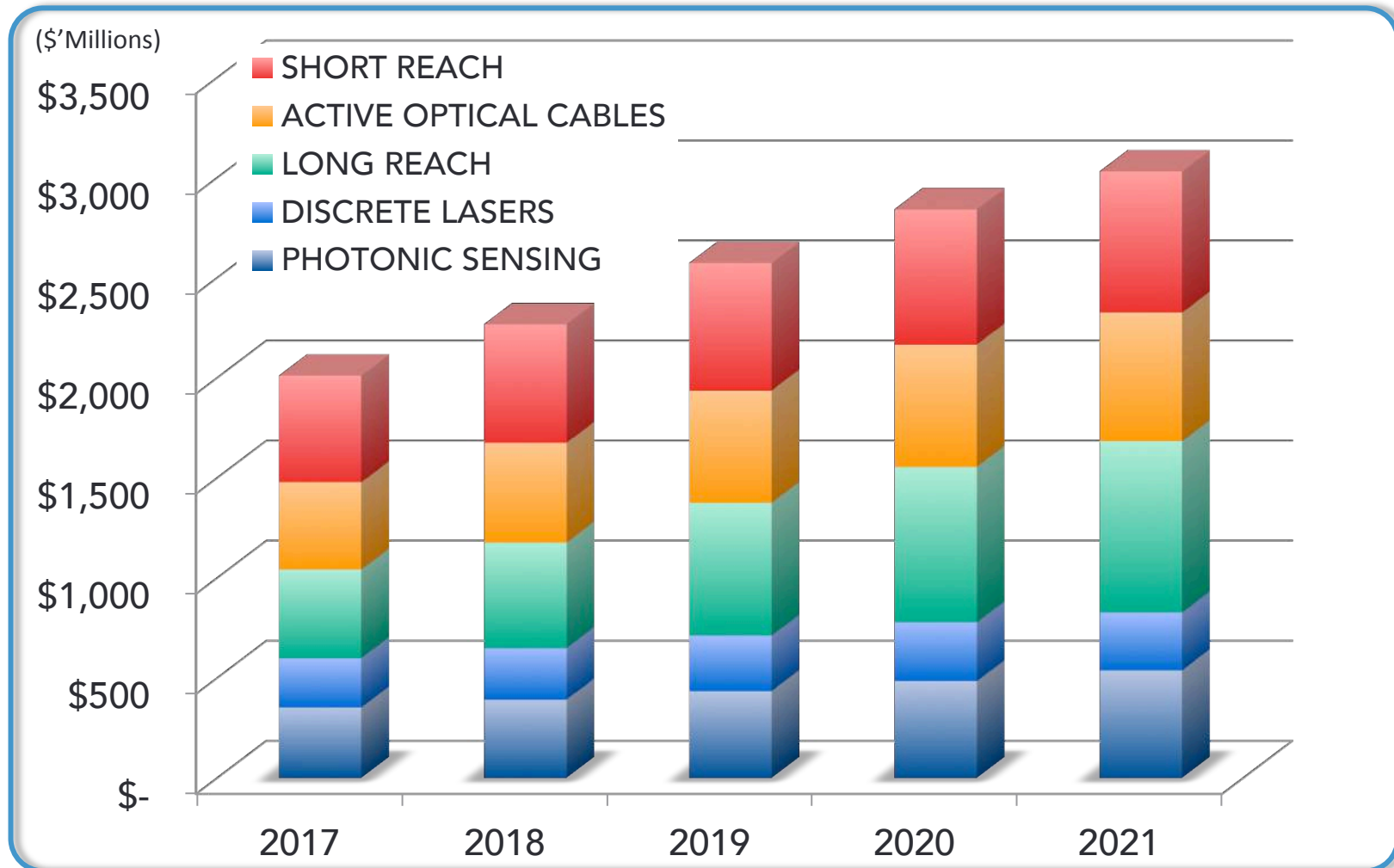
Established Foundation for Success

Monetization Strategy - Multiple Potential Sources of Revenue

Current	Product Sales	Direct Sales of Transceiver Chipsets for Data Center and Consumer (Direct Attach Cables) applications
	NRE Revenue	Initial end customer NRE and/or foundry NRE <ul style="list-style-type: none">Advanced stage discussions for NRE; expect first NRE revenue in 2017
	Foundry Licensing	Transfer and enable foundry with POET process – applications in market adjacencies outside of short wavelength Data Communications
	Product Licensing	Enable second source licensing for high volume applications/customers
Future	Chipset Royalties	On future chipset sales by foundry or licensees

Forecasted Growth of Initially Targeted Markets

- Photonic Sensing and Data Communications only



Source : Light Counting
Market size numbers represent projections / forecasts / estimates

Represents future market potential; actual results may differ materially
See cautionary statement regarding forward-looking statements on Slide 3 of this presentation

Summary & Investment Highlights

- Product sales established in large and high growth photonic market segments with recent acquisitions
 - Revenue expected to exceed \$2M in 2H'16 driven by sale of sensing products
 - Expected 2017 revenue growth year/year to be driven by component sales
 - DenseLight business unit expected to reach positive operating cash flow in 1H2017
- POET Technology poised to disrupt multiple adjacent markets
 - Anticipated high customer demand for Integrated Photonics solutions
 - Relieves current cost and power pain points in data communications
- Creating and capturing significant value through Photonic Integration
 - High capital efficiency with a fully equipped photonics manufacturing facility
 - Proprietary and patented innovation platform – 58 patents granted or filed
 - Sustainable competitive differentiation
- Positioned for strong revenue growth, margin expansion and profitability



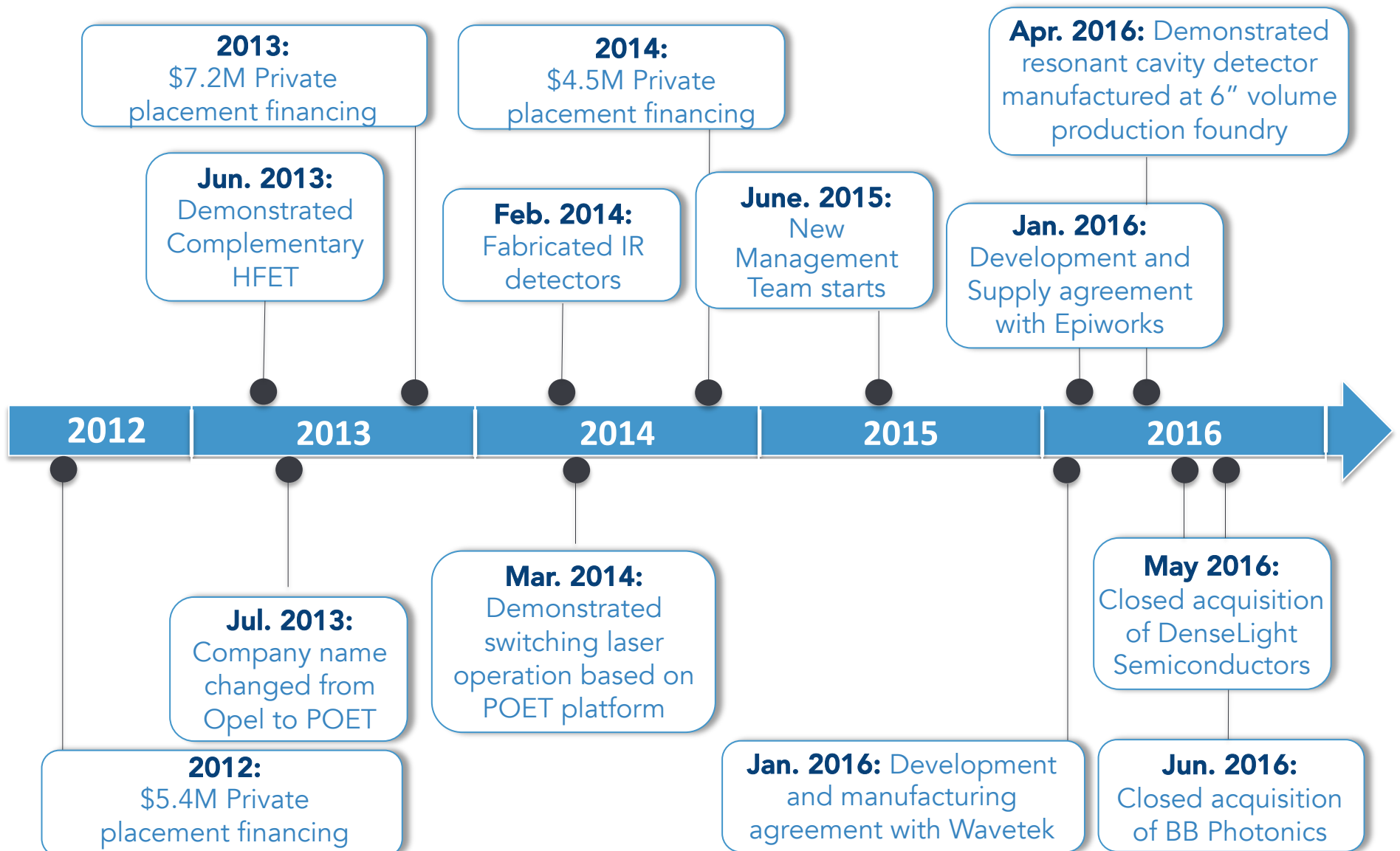
www.poet-technologies.com



We Enable Photonic Integration



Company Background and Milestones



Balance Sheet and Capitalization

In '000s of USD

As at August 31, 2016	In \$USD
Cash	10,900
Other current assets	1,400
Total assets	30,250
Current liabilities	1,500
Other non-cash liabilities	1,800
Share capital	100,400

Capitalization Summary [as of August 31, 2016]

Security	Number outstanding	Price in \$CDN*
Common shares	224,338,852	
Exercisable stock options	11,816,642	\$1.04
Un-vested stock options	11,408,858	\$1.28

* Prices of Exercisable and Un-vested stock options represent the respective weighted average exercise prices in \$CDN