



PLEASE MARK VOTES AS IN THIS EXAMPLE

REVOCABLE PROXY LIGHTPATH TECHNOLOGIES, INC.

ANNUAL MEETING OF STOCKHOLDERS February 3, 2011

This Proxy is solicited and proposed by the Board of Directors of LightPath Technologies, Inc., which recommends that you vote "For" proposals 1, 2 and 3 and in favor of "every 3 years" in proposal 4.

The undersigned hereby appoints Robert Ripp (the "Proxy"), with power of substitution, to vote on the following matters, which may properly come before the Annual Meeting of Stockholders of LightPath Technologies, Inc. to be held on February 3, 2011, or any adjournment or postponement thereof. The Proxy shall cast votes according to the number of shares of common stock of the Company which the undersigned may be entitled to vote with respect to the proposal set forth below, in accordance with the specification indicated, if any, and shall have all the powers which the undersigned would possess if personally present. The undersigned hereby revokes any prior proxy to vote at the Annual Meeting, and hereby ratifies and confirms all that said Proxy may lawfully do by virtue hereof and thereof.

1. **Proposal No. 1:** To approve the election of Class I Directors. For Withhold For All Except
Nominees are:

Robert Ripp
J. James Gaynor

INSTRUCTION: To withhold authority to vote for any individual nominee, mark "For All Except" and write that nominee's name in the space provided below.

2. **Proposal No. 2:** To ratify the selection of Cross, Fernandez & Riley LLP as independent auditors. For Against Abstain

3. **Proposal No. 3:** An advisory vote of the compensation of our named executive officers disclosed in the proxy statement under the section titled "Executive Compensation", including the compensation tables and other narrative executive compensation disclosures therein, required by Item 402 of SEC Regulation S-K. For Against Abstain

4. **Proposal No. 4:** An advisory vote on the frequency that stockholder advisory votes to approve the compensation of our named executive officers will be taken. Every Year Every Two Years Every Three Years Abstain

In his/her discretion, the proxy is authorized to vote on such other business as may properly be brought before the Annual Meeting or any adjournment or postponement thereof.

If you plan to attend the Annual Meeting, please check here

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER. UNLESS OTHERWISE SPECIFIED, THE SHARES WILL BE VOTED 'FOR' ALL ITEMS UNDER PROPOSAL NOS. 1, 2 AND 3 AND "EVERY 3 YEARS" UNDER PROPOSAL NO. 4.

Please be sure to date and sign this proxy card in the box below.

Date

Sign above _____ Co-holder (if any) sign above _____

↑ Detach above card, sign, date and mail in postage paid envelope provided. ↓

LIGHTPATH TECHNOLOGIES, INC.

**PLEASE ACT PROMPTLY
PLEASE DATE, SIGN AND RETURN THIS PROXY PROMPTLY USING
THE ENCLOSED POSTAGE PAID ENVELOPE THANK YOU.**

NOTE: Signature should agree with name on stock certificate as printed hereon. Executors, administrators, trustees and other fiduciaries should so indicate when signing.

The above signed hereby acknowledges receipt of the Notice of Annual Meeting of Stockholders of the Company and the Proxy Statement dated January 3, 2011 and a copy of the Company's Annual Report on Form 10-K.

IF YOUR ADDRESS HAS CHANGED, PLEASE CORRECT THE ADDRESS IN THE SPACE PROVIDED BELOW AND RETURN THIS PORTION WITH THE PROXY IN THE ENVELOPE PROVIDED.

**PROXY MATERIALS ARE
AVAILABLE ON-LINE AT:
<http://www.cfpproxy.com/6117>**