



PLEASE MARK VOTES AS IN THIS EXAMPLE

# REVOCABLE PROXY LIGHTPATH TECHNOLOGIES, INC.

## ANNUAL MEETING OF STOCKHOLDERS FEBRUARY 4, 2010

*This Proxy is solicited and proposed by the Board of Directors of LightPath Technologies, Inc., which unanimously recommends that you vote in favor of all proposals.*

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 4, 2010, 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 II Directors. Nominees are:

For	With- hold	For All Except
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Sohail Khan  
Dr. Steven Brueck

**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.**

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

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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**

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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 PROPOSALS.

The undersigned hereby acknowledges receipt of the Notice of Annual Meeting of Stockholders of the Company and the Proxy Statement dated January 4, 2010 and a copy of the Company's Annual Report on Form 10-K.

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

Date
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Sign above
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↑ 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.

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.

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<p><b>PROXY MATERIALS ARE AVAILABLE ON-LINE AT:</b></p> <p><a href="http://www.cfpproxy.com/6117">http://www.cfpproxy.com/6117</a></p>
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