

ANNUAL MEETING

PACIFIC EDGE LTD 2017 ANNUAL SHAREHOLDERS' MEETING
3PM ON THURSDAY 24 AUGUST 2017
LEVEL 2, DUNEDIN PUBLIC ART GALLERY, DUNEDIN

Dear Shareholder

I am pleased to invite you to attend the Pacific Edge Annual Shareholders' Meeting for 2017.

As offered last year, you have the opportunity to attend the Meeting virtually through an online platform provided by our share registrar, Link Market Services at www.virtualmeeting.co.nz/peb2017.

We encourage you to attend our meeting either in person or online to hear about our progress, discuss any question you may have about our company and its performance and have your say by voting on resolutions.

If you attend the Meeting virtually, you will be able to watch the Meeting live, and vote and ask questions, online. Further details on how to do so are set out in the Notice of Meeting and the Virtual Annual Meeting Online Portal Guide, which is available online at www.linkissuers.co.nz/virtualmeeting.

We have three resolutions being put forward for shareholders' consideration at this year's meeting. Two of these are in regards to the re-election of directors David Darling and Bryan Williams, both of whom are retiring by rotation. Both David and Bryan provide valuable and complementary skills, commercial acumen and experience to the Board, which unanimously supports their appointments. The third resolution is to authorise the Directors to fix the auditors' remuneration for the upcoming year.

FY17 was another year of positive progress and growth for our company as we continued to execute our commercial strategy. We continue to build momentum – more clinicians are adopting our products, more healthcare funding organisations and insurers are recognising the value our products provide in a world of limited healthcare resources, and more patients are benefitting from our Cxbladder tests. We have set ourselves a number of goals for FY18 and we are looking forward to discussing these with you in more detail at our Annual Meeting. You can read more on our company's progress in our FY17 Annual Report, which is available on our website: www.pacificgedx.com/investors/shareholder-reports/.

We look forward to welcoming you to the Annual Meeting.

Sincerely



Chris Gallaher
Chairman

NOTICE OF ANNUAL SHAREHOLDERS' MEETING

Notice is hereby given that the 2017 Annual Meeting of shareholders of Pacific Edge Limited (Company) will be held at the Dunedin Public Art Gallery, Otago Daily Times Gallery, Level 2, The Octagon, Dunedin on Thursday 24 August 2017, commencing at 3.00 pm.

AGENDA

1. Chairman and CEO Presentations

2. Shareholder Discussion

3. Resolutions

To consider, and if thought fit, pass the following Ordinary Resolutions:

Resolution 1: That David Darling, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.

Resolution 2: That Bryan Williams, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.

Resolution 3: To record the re-appointment of PricewaterhouseCoopers as auditor of the Company and to authorise the Directors to fix the auditors' remuneration for the ensuing year.

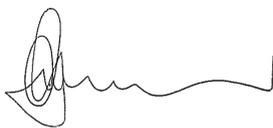
Further information relating to the Resolutions is set out in the Explanatory Notes.

4. To consider any other ordinary business which may properly be brought before the Meeting.

Pacific Edge's Board and management invite attendees to join them for light refreshments at the end of the Meeting.

A copy of the Annual Meeting presentations will be available to view on the company website www.pacifiedgedx.com.

By Order of the Board of Directors



Chris Gallaher

Chairman

9 August 2017

EXPLANATORY NOTES

In these explanatory notes, references to “Listing Rules” are to the NZX Main Board Listing Rules.

All of the resolutions to be put to the Meeting are Ordinary Resolutions. Ordinary Resolutions require approval by a simple majority (greater than 50%) of the votes of those shareholders entitled to vote and voting on the question.

DIRECTOR RE-APPOINTMENT

Under NZX Main Board Listing Rule 3.3.11 and clause 22.6 of the Company’s constitution, at least one third of Directors, or the number nearest to one third, are required to retire from office at the Annual Meeting. Those who retire are eligible for re-election at the Annual Meeting. The Directors required to retire are those who have been longest in office since their last election.

Accordingly, David Darling and Bryan Williams both retire by rotation. Both David and Bryan, being eligible, have offered themselves for re-election.



RESOLUTION 1 - RE-ELECTION OF DAVID DARLING AS A DIRECTOR

APPOINTED: 21 August 2014

BOARD RESPONSIBILITIES: Remuneration Committee

Dave has over 30 years’ business experience in life sciences and biotechnology and was appointed to the Board in July 2014. In his capacity as Chief Executive Officer he has led Pacific Edge from its early inception, and has significant executive and leadership experience in the development and international commercialisation of biomedical and biotechnology businesses and products. During his career, Dave has held a number of positions in governance, executive and senior management, joining Pacific Edge from Fletcher Challenge.

The Board has determined that David Darling is not an Independent Director for the purposes of the Listing Rules and supports his re-election as Director.



RESOLUTION 2 - RE-ELECTION OF BRYAN WILLIAMS AS A DIRECTOR

APPOINTED: 1 June 2013

BOARD RESPONSIBILITIES: Nominations Committee, Remuneration Committee

Bryan Williams is an internationally recognised cancer researcher and research administrator with significant business experience. He was Chairman of the Board of Directors of MEI Pharma, a US based NASDAQ listed company for seven years, was a Director of Cancer Trials Australia and is presently Chairman of the Board of BioGrid Australia. He has served as a Director of Pacific Edge Pty Ltd for the past four years. Bryan was Director of the Monash Institute of Medical Research (MIMR) from 2006 until 2013 and is currently Director and CEO of the Hudson Institute of Medical Research in Melbourne. He previously held leadership positions in Cleveland and Toronto. Bryan is part of the internationally renowned team of scientific advisors on Pacific Edge’s Scientific Advisory Board.

The Board has determined that Bryan Williams is an Independent Director for the purposes of the Listing Rules and supports his re-election as Director.

RESOLUTION 3

Pursuant to section 207T of the Companies Act 1993, PricewaterhouseCoopers is automatically re-appointed at the Annual Meeting as auditor of the Company. Resolution 3 authorises the Board to fix the remuneration of PricewaterhouseCoopers as the Company’s auditor.

IMPORTANT INFORMATION

VIRTUAL ANNUAL MEETING

Shareholders will be able to attend the Meeting in person, or, alternatively, will be able to attend and participate at the Meeting virtually via an online platform provided by Pacific Edge's share registrar, Link Market Services at www.virtualmeeting.co.nz/peb2017.

Shareholders attending and participating in the Meeting virtually via the online platform will be able to vote and ask questions during the Meeting. More information regarding virtual attendance at the Meeting (including how to vote and ask questions virtually during the Meeting) is available in the Virtual Annual Meeting Online Portal Guide, which is available at www.linkissuers.co.nz/virtualmeeting.

LINKVOTE APP

Shareholders attending the Meeting in person can download the LinkVote App from the Apple App Store or Google Play Store if they would like to vote during the Meeting using their mobile phone. The LinkVote App is available for download prior to the Meeting.

VOTING

The only persons entitled to vote at the Annual Meeting are registered shareholders (or their proxies or representatives) as at **3.00pm on Tuesday 22 August 2017**. Only the shares registered in those shareholders' names at that time may be voted at the Annual Meeting.

Voting can be done in four ways: By attending the Annual Meeting and submitting your vote; By appointing a Proxy to vote on your behalf at the Meeting; By casting a postal vote; By participating in the Meeting virtually and voting.

Proxies, Corporate Representatives and Power of Attorney

All shareholders are entitled to attend and vote at the Meeting or to appoint a proxy to attend and vote in their place. Enclosed with this Notice of Meeting is a Proxy Form. For the appointment of a proxy to be valid, Link Market Services must receive the Proxy Form either by post (to PO Box 91976, Auckland 1142) or facsimile (+64 09 375 5990) or email (meetings@linkmarketservices.com) no later than 48 hours before the start of the Meeting (that is by **3.00pm on Tuesday 22 August 2017**). Alternatively, shareholders may lodge their proxy online.

The Chairman, the Directors and Chief Executive Officer offer themselves as proxy to shareholders and if given discretion will vote in favour of the resolutions. Any shareholder of the Company entitled to attend and vote at the Meeting may appoint another person or persons as proxy to attend, and vote on his or her behalf. A proxy does not have to be a shareholder in the Company. A shareholder may appoint the Chairman of the Meeting, or another person, to act as proxy.

All joint holders of a share must sign the proxy form.

A corporation that is a shareholder may appoint a representative to attend the Meeting on its behalf in the same manner as that which it could appoint a proxy. Corporate representatives should bring along to the Meeting evidence of their authority to act for the relevant corporation.

Any person representing a shareholder(s) by virtue of a power of attorney must bring evidence of their authority to vote on behalf of the shareholder(s) and power of attorney.

Companies may sign under the hand of a duly authorised officer or by power of attorney. If the proxy form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be delivered to the Company with the proxy form.

Postal Voting

A shareholder is entitled to exercise his/her right to vote at the meeting by casting a postal vote. A postal voting form is incorporated in the Proxy Form attached. The share registrar, Link Market Services, has been authorised by the Board to receive and count postal votes for the meeting.

In order for a postal vote to be effective, the proxy/postal voting form must be completed and returned to the share registrar so that it is received no later than 48 hours before the meeting (that is by **3.00pm Tuesday 22 August 2017**) in accordance with the instructions set out on the Proxy Form.

Online proxy and postal voting

Shareholders may elect to lodge their proxy appointment or postal vote online. You will need to go to the website of our share registrar, Link Market Services <https://investorcentre.linkmarketservices.co.nz/voting/PEB>. You will be required to enter your CSN/Holder number and FIN and follow the instructions from there.

Please refer to the instructions on the enclosed Proxy Form as to the ways in which the Proxy Form and postal voting can be sent to Link Market Services.