

Dear Shareholder

Pacific Edge Limited invites you to join us at our Annual Shareholders' Meeting.

This year, like many companies, we are taking the prudent step to hold our Annual Meeting online only. The key reason for this is the continuing uncertainty of the Covid-19 environment.

A number of our Directors are based overseas and are unable to attend in person, and many shareholders remain reluctant to travel in these current times. We have had positive feedback from shareholders previously on the ability for them to participate in the Annual Meeting online, and are confident we can maintain engagement with our shareholders through the virtual platform.

The Meeting will provide an opportunity to hear about our progress, discuss any questions you may have about our Company and its performance and vote on resolutions.

Included in this Notice of Meeting are details on how to ask questions of the Company and how to have your say by voting on resolutions.

If you cannot attend, we encourage you to complete and lodge the proxy form in accordance with the instructions on the back of that form.

Important Dates and Times

Latest time for receipt of postal votes, proxy forms and questions: **3.00pm on Monday 3 August 2020**

Time for determining voting entitlement at the Meeting: **3.00pm on Monday 3 August 2020**



NOTICE OF 2020 ANNUAL SHAREHOLDERS' MEETING

To be held online at
<http://www.virtualmeeting.co.nz/peb2020>

Wednesday 5 August 2020
Commencing at 3.00pm

NOTICE OF ANNUAL SHAREHOLDERS' MEETING

Notice is hereby given that the 2020 Annual Shareholders' Meeting of Pacific Edge Limited will be held online at <http://www.virtualmeeting.co.nz/peb2020> on **Wednesday 5 August 2020**, commencing at 3.00pm.

AGENDA

1. Chairman and CEO Presentations
2. Shareholder Discussion
3. Resolutions

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

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

Resolution 2: That David Darling, 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.

A copy of the Meeting presentations will be available to view on the Company's website www.pacifiedgedx.com.

We look forward to seeing you at the Meeting.

By Order of the Board of Directors



Chris Gallaher
Chairman
6 July 2020

EXPLANATORY NOTES

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

Resolutions 1 to 3 are Ordinary Resolutions and require approval by a simple majority (greater than 50%) of the votes of those shareholders entitled to vote and voting on the resolution.

ROTATION OF DIRECTORS

The Listing Rules provide that a Director must not hold office (without re-election) past the third annual meeting after his or her appointment or re-election, or for three years, whichever is longer.

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

Both Bryan and David have extensive knowledge and an in depth understanding of Pacific Edge, its strategy and the market it operates in. They are valuable members of the Board and the Board unanimously supports their re-election.

RESOLUTION 1: RE-ELECTION OF BRYAN WILLIAMS AS A DIRECTOR

APPOINTED: 1 June 2013

BOARD RESPONSIBILITIES: Member of the Audit & Risk Committee, Nomination Committee and Chair of the Remuneration Committee

Bryan is an internationally recognised cancer researcher and research administrator, with significant business experience. He has held a number of governance roles, including with a NASDAQ listed biotech company. Bryan was a Director of Cancer Trials Australia, Director of the Monash Institute of Medical Research, and Director and CEO of the Hudson Institute of Medical Research. He is currently Emeritus Director and Distinguished Scientist at the Hudson Institute in Melbourne. He has a BSc (Hons) and PhD in Microbiology from the University of Otago.

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 2:

RE-ELECTION OF DAVID DARLING AS A DIRECTOR

APPOINTED: 21 August 2014

BOARD RESPONSIBILITIES: Member of the Remuneration Committee and the Capital 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 and overseen its commercialisation, international growth, and the achievement of significant milestones that support the company’s long term success. Dave has significant executive and leadership experience in the development and international commercialisation of biomedical and biotechnology businesses and products, and has previously held a number of positions in governance, executive and senior management.

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 3:

AUDITOR’S REMUNERATION

Pursuant to section 207T of the Companies Act 1993, PricewaterhouseCoopers is automatically re-appointed at the 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 only be able to attend and participate in the Meeting virtually via an online platform provided by Pacific Edge’s share registrar, Link Market Services at <http://www.virtualmeeting.co.nz/peb2020>.

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 <https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>

VOTING

The only persons entitled to vote at the Meeting are registered shareholders (or their proxies or representatives) as at 3.00pm on Monday 3 August 2020. Only the shares registered in those shareholders' names at that time may be voted at the Meeting.

Voting can be done in three ways: By appointing a proxy to vote on your behalf at the Meeting; by casting a postal vote; or by participating in the Meeting virtually and voting.

Proxies, Corporate Representatives and Power of Attorney

Any shareholder may appoint another person or persons as proxy to attend, and vote on his or her behalf at the Meeting. If a shareholder wishes to appoint a proxy to attend and vote in their place, that shareholder should complete the proxy form which is enclosed with this Notice of Meeting or follow the instructions on the proxy form to lodge a proxy online. Either of the joint holders of a share may sign the proxy form. A proxy does not have to be a shareholder in the Company.

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.

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.

Proxy forms must be received by Link Market Services no later **3.00pm on Monday 3 August 2020**. Proxy forms can be lodged by:

- Post to PO Box 91976, Auckland 1142
- Fax to +64 09 375 5990
- Email to meetings@linkmarketservices.com
- Lodged online

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 on Monday 3 August 2020) 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.

SHAREHOLDER QUESTIONS

Pacific Edge offers the facility for shareholders to submit questions to the Board in advance of the Meeting. Questions should be relevant to matters at the Annual Meeting, including matters arising from the financial statements, general questions regarding the performance of Pacific Edge, and questions with regard to the resolutions. There will also be the opportunity for shareholders to ask questions online during the Meeting.

Please submit questions by completing the section on the Proxy Form or online, or by email to investors@pacificedge.co.nz by 3.00pm on Monday 3 August 2020. Please write 'Questions from Shareholders' in the subject line of the email.

PRESENTATIONS AND PACIFIC EDGE FY20 ANNUAL REPORT

The Meeting presentations and voting results will be released to the NZX and published on the Company website at www.pacificedgedx.com/investors/shareholder-meetings/. A copy of Pacific Edge's latest Annual Report is publicly available, and copies of future Shareholder Reports will be available, on the company website at <https://www.pacificedgedx.com/investors/investor-center/>. You may, at any time, request a free copy of the most recent and future Annual Reports. If you wish to do so, please update your communication preferences by visiting the Link Investor Centre at www.linkmarketservices.co.nz. Alternatively, your request can be emailed to operations@linkmarketservices.co.nz (Please use "PEB Report" as the subject line for easy identification) or by contacting Link using the phone details set out in this letter.