

30 July 2015

Notice of Annual Shareholders' Meeting

Notice is hereby given that the 2015 annual meeting of shareholders of Pacific Edge Limited ("the Company") will be held at the Dunedin Public Art Gallery, Otago Daily Times Gallery, Level 2, The Octagon, Dunedin on Thursday 13 August 2015, commencing at 4.00 pm.

Ordinary Business

1. To consider, and if thought fit, pass the following Ordinary Resolution:

"That Anatole Masfen be re-elected as a Director of the Company."
(See *Explanatory notes*)

2. To consider, and if thought fit, pass the following Ordinary Resolution:

"That Bryan Raymond George Williams be re-elected as a Director of the Company."
(See *Explanatory notes*)

3. To record that PricewaterhouseCoopers are reappointed as auditor of the Company and to consider, and if thought fit, pass the following Ordinary Resolution:

"That the Directors of the Company be authorised to fix the auditor's remuneration for the ensuing year."

4. The Company's executives will present a summary of the Company's recent developments and achievements.
5. Any ordinary business which may properly be brought before the meeting.

Important Information

Proxies

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 9 375 5990) or email (meetings@linkmarketservices.com) no later than **48 hours** before the start of the meeting (**that is by 4.00 pm on Tuesday 11 August 2015**). Alternatively shareholders may lodge their proxy online as set out below.

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.

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

Corporate Representatives

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.

Powers of Attorney

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.

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.

Date

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 4.00pm Tuesday 11 August 2015***) in accordance with the instructions set out on the form.

By Order of the Board of Directors

Chris Swann
Chairman
30 July 2015

Explanatory Notes

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

Resolutions

Resolutions 1, 2 and 3 are Ordinary Resolutions, which require approval by a simple majority (greater than 50%) of the votes of those shareholders entitled to vote and voting on the question.

The persons who will be entitled to vote at the Meeting are those persons (or their proxies or representatives) registered as holding ordinary shares on the Company's share register at 4.00pm on Tuesday 11 August 2015.

Director re-appointment (Items 1 and 2)

In accordance with clause 22.6 of the Company's constitution and Listing Rule 3.3.11, two of the Directors being Anatole Masfen and Bryan Raymond George Williams, being the longest in office since they were last elected, retire by rotation. Anatole Masfen and Bryan Williams have offered themselves for re-election.

Anatole Masfen

Anatole Masfen is the co-founder of Artemis Capital Limited, a private equity investment firm based in Auckland. Anatole brings to the Board significant experience as an investment manager.

Anatole graduated from Auckland University with a MCom (Hons) in Finance and Economics. He then spent seven years at Air New Zealand and Ansett Australia in various roles in Pricing and Revenue Management where he was responsible for systems and process implementation, which continue to drive profitability of the airline.

Anatole was first appointed as a director in April 2008. The Board has determined that Anatole is not an Independent Director for the purposes of the Listing Rules. The Board supports the re-election of Anatole as a Director.

Bryan Raymond George Williams

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 NASDAQ listed company for seven years, is presently Chairman of the Board of Biograd 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 was first appointed as a director in June 2013. The Board has determined that Bryan is an Independent Director for the purposes of the Listing Rules. The Board supports the re-election of Bryan as a Director.

ANNUAL MEETING: SHAREHOLDER'S PROXY AND POSTAL VOTING FORM

(Link to personalize with shareholder name & Barcode)

If you propose to attend the meeting please bring this Proxy/ Voting Form intact to the meeting as the barcode will assist in your registration. If you propose not to attend the meeting but wish to vote by postal vote or, appoint a proxy please complete and post this form or complete either process online. Please do not appoint a proxy if you are voting by Postal Vote. Please read the instructions before completing this form.

VOTING BY POSTAL VOTE: (To use if you will not attend the meeting and are not submitting your postal vote online)

I wish to vote by postal vote (please ✓). My voting intention is indicated in the resolution section below.

(If you choose this option please do not complete the proxy section below)

PROXY APPOINTMENT (Only complete this section if you will not attend the meeting but wish someone to represent you and vote on your behalf and have not sent a postal vote):

I/We being a shareholder of Pacific Edge Limited hereby appoint:

of

(Full name of proxy)

(Full address of proxy)

As my/our proxy to vote for me/us on my/our behalf at the Annual Shareholders' Meeting of the Company to be held on Thursday 13 August 2015, at the Dunedin Public Art Gallery, Otago Daily Times Gallery, Level 2, The Octagon, Dunedin at 4.00 pm and at any continuation of that meeting should it be adjourned.

RESOLUTIONS (FOR POSTAL AND PROXY VOTING)

Cast a Postal Vote, or instruct a proxy to vote, by placing a tick in the relevant box.

Ordinary Resolutions	Please vote with a ✓		
	For	Against	Abstain
1. That Anatole Masfen be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Bryan Raymond George Williams be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That the Directors of the Company be authorised to fix the auditor's remuneration for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Tick only one box in respect of each resolution. If none of the boxes above are ticked then I/we provide my/our proxy to exercise his/her/their discretion as to whether to vote for or against or abstain from voting for the relevant resolution. If no proxy form is received by the Company within 48 hours of the commencement of the meeting (being no later than **4.00pm on Tuesday 11 August 2015**) then in the absence of the relevant shareholders attending the meeting the votes attaching to such shares will not be voted at the meeting.

Signature of Shareholder(s)

Dated: _____ 2015

Contact phone number: _____

Please contact Link Market Services should you have any question on how to complete your proxy on +64 9 375 5998

NOTES ON THE COMPLETION OF YOUR POSTAL VOTE OR PROXY APPOINTMENT & VOTE

Postal Vote

1. As a shareholder entitled to vote at the Annual Meeting you are entitled to vote by postal vote.
2. You can cast your postal vote online or by other methods in accordance with the instructions below.
3. If you return your postal vote without indicating on any resolution how you wish to vote, you will be deemed to have abstained from voting on that resolution.
4. If you complete the postal vote section and also appoint a proxy your postal vote will take priority over the proxy appointment.

Proxy Appointment

5. A shareholder entitled to attend and vote at the Annual Meeting is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend and vote instead of him/her and that proxy or representative need not also be a shareholder. A proxy appointment may be completed online as detailed below.
6. You can appoint your proxy online or by other methods in accordance with the instructions below.
7. If this Proxy has been signed under a power of attorney, a copy of the power of attorney and a signed certificate of non-revocation of the power of attorney must be produced with this Proxy. (This cannot be done online)
8. If you wish, you may appoint either the Chair of the Meeting, any of the Directors or the Chief Executive Officer as your proxy. To do so, please write their position in the box marked "full name of proxy" e.g. "Chair of the meeting". If given discretion they will vote in favour of the resolutions.
9. If you return this form without directing the proxy how to vote on any particular resolution, you will be deemed to have given your proxy discretion as to whether and how to vote on that resolution.

General

10. For your postal vote or proxy appointment to be valid you must return this form completed and signed to be received by our share registrar, Link Market Services, no later than 4pm on **Tuesday 11 August 2015**. Instructions on how to return this form, or how to vote online are noted in the section below.
11. If you intend to attend the Meeting and vote please bring this form intact to the meeting as your admission card and voting paper.

PLEASE COMPLETE YOUR POSTAL VOTING FORM OR PROXY FORM ONLINE OR DELIVER IT TO LINK MARKET SERVICES, IN ONE OF THE FOLLOWING WAYS:

Online:	To cast a postal vote or appoint a proxy online please go to the Link Market Services website: https://investorcentre.linkmarketservices.co.nz/voting/PEB You will be required to enter your CSN/Holder number and FIN and follow the prompts. To exercise a postal vote or Appoint a proxy, elect your preferred voting method when prompted.
Mail:	If mailing a Postal Vote or Proxy Form in New Zealand please place in reply paid envelope or if mailing outside New Zealand please place in the pre-addressed envelope, affix the postage from the country of mailing and post to Link Market Services, PO Box 91976, Victoria Street West, Auckland, New Zealand.
Fax:	+64 9 375 5990
Scan & email	meetings@linkmarketservices.co.nz <i>Please put the words "Pacific Edge Proxy Form" in the subject line for easy identification</i>