

NOTICE OF 2023 ANNUAL SHAREHOLDERS' MEETING

Notice is hereby given that the 2023 Annual Shareholders' Meeting of Pacific Edge Limited will be held on Thursday 27 July 2023, commencing at 10.00am.

Venue: Link Market Services
Board Room
Level 30, PwC Tower
15 Customs Street West
Auckland 1010

Online: www.virtualmeeting.co.nz/peb23

For personal use only

Dear Shareholder,

Pacific Edge Limited (**Company** or **Pacific Edge**) invites you to join us at our Annual Shareholders' Meeting on Thursday 27 July commencing at 10.00am. This will be held both online and in person in Auckland

We made significant progress in FY 23, with strong growth in test volumes and operating revenue. However, in early June these achievements were overshadowed by an adverse coverage determination that is expected to result in the ceasing of payment for our Cxbladder tests by Medicare, the US national health insurance provider.

We cover this in detail in our Annual Report, which is available on our website: <https://www.pacificedgedx.com/investors/shareholder-reports/>.

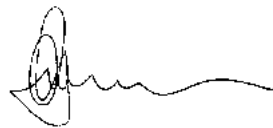
The Meeting will provide you with an opportunity to hear about Pacific Edge's progress, our response to the adverse coverage determination and ask questions. Notably, Pacific Edge Diagnostics USA President David Levison and our Chief Medical Officer, Urologist Dr Tamer Aboushwareb will be attending and will also address the meeting and take questions. They are leading our response to the adverse coverage determination and driving our strategy to regain coverage and the adoption of Cxbladder.

If you elect to attend the Meeting virtually, you will be able to watch the Meeting live, vote and ask questions online. Further details on how to do so are set out in this Notice of Meeting and the Virtual Annual Meeting Online Portal Guide, which is available online at: <https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>.

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.

We look forward to welcoming you to the Annual Meeting.

Sincerely



Chris Gallaher
Chairman

Important Dates and Times

Latest time for receipt of proxy forms and questions:
10.00am on Tuesday 25 July 2023

Time for determining voting entitlement at the Meeting:
10.00am on Tuesday 25 July 2023

AGENDA

1. Chairman, CEO and Executive 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: 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 in Auckland 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's website www.pacificedgedx.com.

By Order of the Board of Directors



Chris Gallaher

Chairman

26 June 2023

Please RSVP to the Pacific Edge Annual Shareholders' Meeting via Eventbrite to help us cater for the event: <https://bit.ly/PEB-ASM2023>

Note that you do not need to RSVP to attend the event in person or online.

EXPLANATORY NOTES

In these explanatory notes, references to “Listing Rules” are to the NZX Listing Rules. The Resolutions to be put before Shareholders 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.

DIRECTOR ELECTIONS AND RE-ELECTION

Pacific Edge regularly reviews its Board membership to ensure that the appropriate skills, capabilities, experience, and knowledge are in place to provide effective oversight of the Company’s strategy and commercial progress.

The Board has identified the skills it believes are important to support the Company’s strategy and continued momentum. Directors’ capabilities are considered against a skills matrix (which can be found in the Company’s 2023 Annual Report), and the Board believes that the current Directors offer valuable and complementary skill sets.

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

FIRST APPOINTED: 1 June 2013

BOARD RESPONSIBILITIES: Non-Executive Independent Director, People and Culture Committee (member), Nomination Committee (member)

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 retires by rotation and being eligible, has offered himself for re-election.

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 biotechnology company.

Presently, he serves on the board of two privately held Australian biotechnology companies. Bryan was 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 unanimously supports his re-election.

RESOLUTION 2: AUDITORS’ REMUNERATION

Under section 207T of the Companies Act 1993, PricewaterhouseCoopers is automatically reappointed at the Annual Meeting as auditor of the Company. The Resolution authorises the Board to fix the remuneration of PricewaterhouseCoopers as the Company’s auditor.

IMPORTANT INFORMATION

ATTENDING THE 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/peb23.

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>.

If you propose to attend the Meeting please bring the proxy form enclosed with this Notice of Meeting intact to the Meeting, as it contains a barcode required for registration at the Meeting.

If you propose to attend the Annual Meeting online via www.virtualmeeting.co.nz/peb23, you will require your shareholder number for verification purposes.

VOTING

The only persons entitled to vote at the Annual Meeting are registered shareholders (or their proxies or representatives) as at 10.00am on Tuesday 25 July 2023. Only the shares registered in those shareholders' names at that time may be voted at the Annual Meeting.

Voting can be done in three ways: By attending the Annual Meeting and submitting your vote; by appointing a proxy to vote on your behalf at the Meeting; 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 their 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 by 10.00am on Tuesday 25 July 2023.

Proxy forms can be lodged by:

- Post to PO Box 91976, Auckland 1142
- Deliver in person to Link Market Services Limited, Level 30, PwC Tower, 15 Customs Street West, Auckland 1010
- Email to meetings@linkmarketservices.com
- Lodged online

ONLINE PROXY VOTING

Shareholders may elect to lodge their proxy appointment online. You will need to go to the website of our share registrar, Link Market Services vote.linkmarketservices.com/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 10.00am on Tuesday 25 July 2023. Please write 'Questions from Shareholders' in the subject line of the email.

PRESENTATIONS AND PACIFIC EDGE FY23 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.

LODGE YOUR PROXY**Online**vote.linkmarketservices.com/PEB**Scan & Email**meetings@linkmarketservices.com**Mail**

Use the enclosed pre-addressed envelope or address to:

Deliver in personLink Market Services Limited,
Level 30, PwC Tower
15 Customs Street West,
Auckland 1010Link Market Services Limited
PO Box 91976
Auckland 1142
New Zealand

SCAN THIS QR CODE WITH YOUR SMARTPHONE AND VOTE ONLINE

General Enquiries+64 9 375 5998 | enquiries@linkmarketservices.com

PROXY FORM FOR THE 2023 ANNUAL SHAREHOLDERS' MEETING

The Annual Shareholders' Meeting ("Annual Meeting") of Pacific Edge Limited ("Pacific Edge") will be held on **Thursday 27 July 2023 at 10.00am** at Link Market Services Board Room Level 30, PwC Tower 15 Customs Street West Auckland and online at www.virtualmeeting.co.nz/peb23 via the Link Market Services Virtual Annual Meeting platform.

If you propose NOT to attend the Annual Meeting physically or online but wish to vote by appointing a proxy please complete and return this form (please keep it intact) to Link Market Services or complete **online** no later than **10.00am on Tuesday 25 July 2023** (being 48 hours before the commencement of the Annual Meeting). Please read the instructions overleaf before completing this form.

APPOINTMENT OF PROXY

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 on behalf of them and that proxy or representative need not also be a shareholder of Pacific Edge. A proxy appointment may be completed online or in accordance of one of the other methods listed above. If you do not name a person as your proxy but have indicated on this form how you wish to vote, the Chair of the Meeting will vote in accordance to your express instructions only.

Appointing the Chair of the Meeting or a Director as your proxy

If you wish, you may appoint 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 Meeting". If given discretion, they will vote in favour of the resolutions. 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, unless specifically restricted from voting.

ATTENDING THE MEETING

If you propose to attend the Annual Meeting without appointing a proxy, please still bring this Proxy Form intact to the Annual Meeting, as the barcode is required for registration at it. If you propose to attend the Annual Meeting online via www.virtualmeeting.co.nz/peb23, you will require your shareholder number for verification purposes.

SIGNING INSTRUCTIONS FOR PROXY FORMS**Individual**

This Proxy Form must be signed by the shareholder or his/ her/ its attorney duly authorised in writing.

Joint holding

This Proxy Form may be signed by, or on behalf of, either of the joint shareholders (or their duly authorised attorney).

Power of Attorney

If this Proxy Form is signed under a power of attorney, a copy of the power of attorney and a signed certificate of non-revocation of the power of the attorney, under which it is signed, must be produced to Pacific Edge with this Proxy Form (but cannot be done online).

Company

This Proxy Form must be signed by a Director or a duly authorised Officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.

Go online to vote.linkmarketservices.com/PEB to vote or turn over to complete the Proxy Form

PROXY FORM

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder of Pacific Edge Limited

Hereby appoint _____ of _____
(e-mail address)

or failing him/her _____ of _____
(e-mail address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Shareholders' Meeting of Pacific Edge Limited to be held at Link Market Services Board Room Level 30, PwC Tower, 15 Customs Street West, Auckland and online at www.virtualmeeting.co.nz/peb23 at 10.00am on Thursday 27 July 2023, and at any adjournment of that meeting. Please indicate with a tick in the appropriate boxes below how you wish your proxy to vote. If you wish, you may appoint as your proxy the Chair of the Meeting, any other Director or the Chief Executive Officer.

STEP 2: ITEMS OF BUSINESS – VOTING INSTRUCTIONS

| ORDINARY RESOLUTIONS | Tick (✓) in box to vote | | | |
|--|--------------------------|--------------------------|--------------------------|--------------------------|
| | For | Against | Proxy Discretion | Abstain |
| 1. That Bryan Williams, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. 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. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Annual Shareholders' Meeting physically and online via the virtual annual meeting platform will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Meeting but would like to ask a question, you can submit a question online by going to vote.linkmarketservices.com/PEB and completing the online validation process or complete the question section below and return to Link Market Services. Questions will need to be submitted by 10.00am on Tuesday 25 July 2023. The Board will address and answer questions at the Annual Meeting.

Question:

STEP 4: SIGNATURE OF SHAREHOLDER(S) This section must be completed.

Shareholder 1

or duly authorised officer or attorney

Shareholder 2

or duly authorised officer or attorney

Shareholder 3

or duly authorised officer or attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____

Electronic Investor Communications: If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below.

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