PacificEdge
CANCER DIAGNOSTICS

NOTICE OF 2026 ANNUAL SHAREHOLDERS MEETING

Notice is hereby given that the 2026 Annual Shareholders' Meeting of Pacific Edge Limited will be held on Thursday 20 August 2026, commencing at 2pm at:

MUFG Corporate Markets
Board Room, Level 30, PwC Tower
15 Customs Street West, Auckland 1010

Online: www.virtualmeeting.co.nz/peb26

Dear Shareholders

Pacific Edge Limited (**Company** or **Pacific Edge**)[1] invites you to join us at our Annual Shareholders' Meeting (**Meeting**) on Thursday 20 August 2026 commencing at 2pm (New Zealand time). It will be held both online and in person in Auckland at the offices of our share registrar, MUFG Pension & Market Services.

This will be my first Annual Shareholders' Meeting as Chair and as a Director of Pacific Edge. I am very much looking forward to meeting shareholders in person and online, and to discussing the significant progress the Company has made and the opportunities ahead of us.

2026 Financial Year

FY26 was a year of significant long-term value creation for Pacific Edge. Supported by the strength of our clinical evidence, the commitment of our people to the Company's vision, and the confidence of our shareholders, Pacific Edge achieved on 14 May 2026 a Company defining milestone.

This was Medicare Administrative Contractor Novitas' publication of the draft Local Coverage Determination (LCD) *'Urine-based Biomarkers in Patients with Microhematuria'* (DL40378), proposing coverage for both Cxbladder Triage and Triage Plus. Triage and Triage Plus are the only biomarkers proposed to be reimbursable under this policy. The draft LCD deepens the moat around our business and provides a strong foundation from which to grow. We continue to expect a final LCD before the end of the 2026 calendar year.

Our FY26 financial results meanwhile reflected careful and prudent management of capital through a period of Medicare uncertainty. In the new financial year, we are maintaining this stance. We are not yet through the Medicare process, and we will continue to manage capital carefully.

However, the Company now has a clearer reimbursement pathway, encouraging APAC momentum, a targeted US commercial strategy, growing payer support, and a clinical evidence program will continue to deliver practice changing clinical evidence. We are focused on translating those advantages into growth, reimbursement and a path to profitability and we are making a series of selective investments to capitalize on the opportunities we now enjoy.

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[1] Capitalized terms in the Notice of Meeting and in the Resolutions have the meanings given to them in the Explanatory Notes.

We cover FY26 in detail in our Annual Report and the progress we have made since in our Q1 27 quarterly investor update, both of which are available on our website: https://www.pacificedgedx.com/

There are several items of business before the Meeting.

Resolutions

Six resolutions will be put to shareholders at the Meeting. In short, Resolution 1 is the standard resolution authorising the Directors to set the auditor's remuneration, Resolutions 2 and 3 are for the election of Directors (Bryan Williams and me), Resolution 4 addresses a technicality in respect of the payment of Director remuneration in respect of FY26 and Resolutions 5 and 6 are for the ratification of the issue of certain shares under Pacific Edge's recent capital raising.

The full text of these resolutions is set out in the Agenda on page 3 and a detailed rationale for each is set out in the Explanatory Notes on pages 4 to 9 of this Notice of Meeting.

Virtual Attendance

If you elect to attend the Meeting virtually, you will be able to watch the Meeting live, vote and ask questions online. Shareholders may also submit questions ahead of the Meeting. Further details on how to do so are set out in this Notice of Meeting and the Virtual Meeting Guide, which is available online at: https://mail.cm.mpms.mufg.com/MUFG/MUFG_VirtualMeetingGuide.pdf

Proxy Appointment

If you cannot attend, we encourage you to complete and lodge the enclosed proxy form in accordance with the instructions on the back of that form or you can appoint your proxy, and instruct your proxy how to vote, online at: vote.cm.mpms.mufg.com/PEB

Conclusion

If you have any questions in respect of the resolutions to be voted on at the Meeting we suggest that you seek your own professional advice.

I look forward to welcoming you to the Meeting.

Sincerely,

Simon Flood
Chair

IMPORTANT DATES AND TIMES	
Latest time for receipt of proxy forms / online proxy appointments and questions	**2pm on Tuesday, 18 August 2026**
Time for determining voting entitlement at the Meeting	**5pm on Tuesday, 18 August 2026**

AGENDA

1. Chair, CEO and Executive Presentations
2. Resolutions

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

   - **Resolution 1:** To authorise the Directors to fix the auditor's remuneration for the ensuing year.
   - **Resolution 2:** That Bryan Williams, who retires in accordance with NZX Listing Rule 2.7.1 and is eligible for re-election, be re-elected as a Director of the Company.
   - **Resolution 3:** That Simon Flood, who retires in accordance with NZX Listing Rule 2.7.1 and is eligible for election, be elected as a Director of the Company.
   - **Resolution 4:** That the payment in cash of $12,699 to Simon Flood, being unpaid Director remuneration that has accrued to him in respect of the period from 19 December 2025 to 31 March 2026, as described in the Explanatory Notes, be approved for all purposes, including NZX Listing Rule 2.11.1.
   - **Resolution 5:** That the issue of 152,561,001 Shares under NZX Listing Rule 4.5.1, being Shares issued under the Placement, Shares issued to certain participants in the Retail Offer, and Shares issued in consideration for professional services provided in connection with the Placement and Retail Offer, be approved and ratified for all purposes, including NZX Listing Rule 4.5.1(c).
   - **Resolution 6:** That the issue of 59,998,716 Shares under NZX Listing Rule 4.3.1(c), being Shares issued to certain participants in the Retail Offer, be approved and ratified for all purposes, including paragraph (a) of the definition of "share purchase plan" in the NZX Listing Rules.

3. To consider any other business that 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 Meeting presentations will be released to the NZX and ASX on the day of the Meeting and will be available to view on the Company's website www.pacificedgedx.com

By Order of the Board of Directors

Simon Flood
Chair

27 July 2026

If you plan to attend the Meeting in person, we ask that you RSVP to the Pacific Edge Annual Shareholders Meeting via Eventbrite to help us cater for the event: Pacific Edge ASM 2026. However, this is voluntary and you are still entitled to attend if you do not RSVP.

EXPLANATORY NOTES

In these Explanatory Notes, references to “Listing Rules” are to the NZX Listing Rules.

RESOLUTION 1: AUDITOR’S REMUNERATION

Under section 207T of the Companies Act 1993, PricewaterhouseCoopers is automatically reappointed at the Meeting as auditor of the Company. Resolution 1 authorises the Board to fix the remuneration of PricewaterhouseCoopers as the Company’s auditor.

The Board unanimously recommends that shareholders vote in favour of Resolution 1.

Director Re-Election and Election

Independent Director Bryan Williams, in accordance with the Listing Rules governing the tenure of Directors, is retiring by rotation and, being eligible to do so, is offering himself for re-election at the Meeting.

Chair Simon Flood, having been appointed as a Director by the Board during the year, is also retiring in accordance with the Listing Rules governing the tenure of Directors and, being eligible to do so, is offering himself for election at the Meeting.

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 on page 47 of the Company’s 2026 Annual Report), and the Board believes that the current Directors offer valuable and complementary skill sets. It is on this basis that the Board unanimously supports the re-election of Bryan Williams and the election of Simon Flood as Directors of the Company.

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

FIRST APPOINTED: 1 June 2013

BOARD RESPONSIBILITIES: Independent Director, Member of People and Culture Committee and Nomination Committee

Listing Rule 2.7.1 provides 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 biotech company and Chair of a not-for-profit medical informatics company. Presently, he serves on the boards of two Australian and one American privately held biotechnology companies. He was co-founder of an American biotechnology business acquired by Johnson & Johnson and is currently co-founder and CSO of an American biotechnology company located in Los Angeles and Boston. Bryan was Director and CEO of the Hudson Institute of Medical Research. He is presently 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.

Under Listing Rule 7.8.3(a), the Board is required to state in this Notice of Meeting its view as to whether Bryan qualifies as an Independent Director. In doing so, the Board must have, and has had, regard to the director independence factors described in the NZX Corporate Governance Code. One of those factors is whether the individual has been a Director for more than 12 years.

If an independence factor applies, the Board must assess its materiality and whether it might interfere, or might reasonably be seen to interfere, with the Director’s capacity to bring independent judgment to bear on issues before the Board, to act in the best interests of the Company, and to represent shareholders generally.

Bryan Williams has been a Board member for approximately 13 years, which exceeds the 12-year period referred to above. The Board assessed this factor, and the materiality of it, having regard to the following:

- In the NZX Corporate Governance Code, NZX expressly recognises the skill and understanding that long serving directors can bring and that long tenure does not necessarily cause a director to no longer be sufficiently independent from management, particularly where there has been frequent rotation of senior management.

- Bryan provides the Board with the benefit of his extensive knowledge of and history with Pacific Edge, as well as significant expertise in the healthcare sector (including, as described above, as a manager and governor of international healthcare businesses). These factors are deeply valued by the Board and are important to meeting the Board's skills matrix objectives.
- Bryan is an important contributor to the governance of Pacific Edge. The Board considers that he consistently exhibits strong independent judgment, including in respect of business strategy and risk management.
- The Board is comfortable that the length of Bryan's tenure has not compromised his independence from, and ability to oversee, Management. There have been important changes in the Management of the Company during Bryan's tenure. For example, the Company's CEO, Peter Meintjes, joined the Company in January 2022.
- None of the other independence factors in the NZX Corporate Governance Code apply to Bryan. For example, he is not, and has not in the last three years been, an executive of Pacific Edge, party to a direct or indirect material business relationship with Pacific Edge (e.g., as a supplier, customer or professional service provider), or the holder or controller of 5% or more of Pacific Edge's shares.

Having carefully considered these matters, the Board has concluded that Bryan does not have a Disqualifying Relationship (as defined in the Listing Rules) and that Bryan's tenure as a Director does not, and would not reasonably be seen to, interfere with his ability to bring independent judgment to bear on issues before the Board, act in the best interests of Pacific Edge, and represent the interests of shareholders generally.

Accordingly, the Board has determined that Bryan Williams is an Independent Director for the purposes of the Listing Rules and (other than Bryan Williams, who abstains) unanimously supports his re-election.

RESOLUTION 3: ELECTION OF SIMON FLOOD AS A DIRECTOR

FIRST APPOINTED: 4 December 2025

BOARD RESPONSIBILITIES: Chair, Independent Director, Member of Audit and Risk Committee, Nomination Committee and Capital and M&A Committee

Listing Rule 2.7.1 provides that a Director appointed by the Board must not hold office (without re-election) past the next Annual Meeting after his or her appointment. Accordingly, Simon Flood, who was appointed by the Board, retires and, being eligible, has offered himself for election.

Simon holds a BCom from the University of Canterbury and has spent more than 25 years in the global investment management industry, having held senior investment and business leadership roles in some of the world's pre-eminent investment management firms. His global perspective was honed through his years as a senior business leader and investor while working in London, Hong Kong and Singapore overseeing businesses, portfolios and teams of investors managing money on behalf of institutional investors from both the private as well as public sectors. Simon was a Managing Director at Merrill Lynch Investment Managers and COO of their Asian business. He was Chief Investment Officer at Lion Global Investors, and prior to returning to New Zealand he was Head of Asia for AXA Investment Managers.

As a professional investor, Simon has had responsibility for investments in listed equities, fixed income and has also had experience in the commercialisation of intellectual property and early-stage investment. While an analyst and portfolio manager, Simon developed a keen interest in the global healthcare industry and has maintained that interest and knowledge base throughout his career.

Having returned to New Zealand in 2015, Simon has been appointed to several Boards. He is currently the Chair of Queenstown Airport and is on the board of a number of other companies and foundations covering sectors of significance in the New Zealand economy.

Simon has extensive financial and governance experience and is a valuable member of the Board. The Board has determined that Simon Flood is an Independent Director for the purposes of the Listing Rules and the Board (other than Simon Flood, who abstains) unanimously supports his election.

RESOLUTION 4: CASH PAYMENT OF DIRECTOR REMUNERATION TO SIMON FLOOD

Under Resolution 4, shareholders are being asked to approve a cash payment of $12,699 to Simon Flood in respect of Director remuneration that accrued to him for the period from 19 December 2025 to 31 March 2026. The background to this resolution, including an explanation as to why shareholder approval is required for the Company to make this payment, is set out below.

Increase In Director Remuneration And Share Issue In Lieu Of Increased Remuneration

At Pacific Edge's 2025 Annual Shareholders' Meeting (**2025 Meeting**), shareholders approved an increase of the total annual pool available for non-executive Director fees to $628,000 per annum, effective from 1 April 2025 and applied retrospectively from that date (being the first date of the Company's FY26 financial year). The increase was intended to bring Pacific Edge into alignment with market expectations, ensure fair and reasonable compensation, and support the attraction and retention of qualified and experienced Directors.

Given the Company's cash position at the time, the Company's 2025 Notice of Meeting (**2025 Notice**) stated that, if shareholders approved an increase in the Director remuneration pool, the increased component of Director remuneration for the period from 1 April 2025 to 31 March 2026 (such component being, the **Increased Remuneration**) would not be paid in cash but, rather, would be satisfied by way of the issue of new fully paid ordinary shares in Pacific Edge (**Shares**). The implied issue price for those Shares was a nominal price equivalent to the issue price for Shares under the Company's 2025 capital raising, being $0.10 per Share. For clarity, the amount of remuneration payable to Directors before adding the Increased Remuneration was to be paid, and has been paid, to Directors in cash.

To facilitate this approach, at the 2025 Meeting shareholder approval was sought and obtained to the issue of up to 1,930,000 Shares to non-executive Directors under Listing Rule 4.2.1. The number of Shares to be issued to each Director was calculated by dividing the cash amount of the Increased Remuneration approved by shareholders to be paid to that Director for the period from 1 April 2025 to 31 March 2026, by the nominal issue price of $0.10 per Share. The full details of this calculation for each Director are set out under "Key Terms" on page 10 of the 2025 Notice.

To give effect to the matters described above, Pacific Edge issued 1,507,600 Shares to Directors on 13 August 2025. The actual number of Shares issued was slightly lower than the number approved by shareholders because of the "net settlement" mechanism described on page 10 of the 2025 Notice (whereby the number of Shares was reduced to reflect the payment of tax).

Cash Repayment Mechanism

Given that Shares were issued to Directors in payment of the Increased Remuneration on 13 August 2025, rather than after 31 March 2026 (being last date of the Company's FY26 financial year), the Shares were issued on the basis (as recorded in writing in an agreement between each Director and the Company) that if a Director ceased to hold office as a member of the Board before 31 March 2026, the Director would repay to the Company, in cash, a proportion of the value of the Shares allotted to the Director (at the nominal issue price of $0.10 per Share), pro rata to the period between 1 April 2025 and 31 March 2026 for which the Director did not hold office.

On 18 December 2025, former Chair Chris Gallaher retired as a Director of Pacific Edge. In accordance with the cash repayment mechanism described above, he repaid the Company in cash an amount of $12,699. This figure represented the value of Shares allotted to Chris for the period from 19 December 2025 to 31 March 2026 (being the period between 1 April 2025 and 31 March 2026 for which Chris did not hold office).

Payment To Simon Flood

While the 2025 Notice contemplated the position if a Director were to cease to hold office as a member of the Board before 31 March 2026, it did not contemplate what would happen if a replacement Director joined the Board before 31 March 2026.

That was what occurred when Simon Flood was appointed as a Director by the Board on 4 December 2025 and assumed the role of Chair on 19 December 2025 after the retirement of Chris Gallaher on 18 December 2025. Under the annual Director remuneration pool approved by shareholders at the 2025 Meeting, Simon is entitled to Director remuneration, calculated on a pro rata basis in respect of the period from 4 December 2025 to 31 March 2026 (being the period between 1 April 2025 and 31 March 2026 for which Simon held office). However, because of the restrictions set out in the 2025 Notice described above, Pacific Edge cannot pay the Increased Remuneration component of that amount to Simon in cash. Pacific Edge is also unable to pay that component to Simon by way of the issue of Shares (as the Company did for other Directors), because:

- All of the Shares approved by shareholders at the 2025 Meeting to be issued to Directors in payment of the Increased Remuneration (subject to "net settlement" for tax purposes) were issued on 13 August 2025, and the shareholder approval did not contemplate the issue of Shares to a new Director.
- Under the Listing Rules, any further issue of Shares to Directors (including to Simon as payment of the Increased Remuneration component of his FY26 Director remuneration) would require shareholder approval.

In dollar terms, Simon's total entitlement to Director remuneration for FY26 is $47,616 (calculated as a pro rata proportion of his annual Director remuneration). Of that amount:

- $12,699, representing the Increased Remuneration component, has been accrued by the Company in its FY26 financial statements and is included in the Director remuneration set out on page 63 of Pacific Edge's 2026 Annual Report, but has not been paid to Simon.
- $34,918, representing the balance of Simon's entitlement to Director remuneration for FY26, has been paid in cash.

Importantly, the payment of the Increased Remuneration component of $12,699 to Simon will not result in any increased cost to the Company for accounting purposes because it has already been accrued in Pacific Edge's FY26 financial statements. Nor will it result in any net cash outflow, because, as noted above under "Cash Repayment Mechanism", the former Chair has already repaid to the Company a cash amount equivalent to the Increased Remuneration component of Simon's FY26 Director remuneration.

If shareholders approve Resolution 4, the Company intends to pay the relevant amount to Simon within one week after the Meeting.

Listing Rules Requirement

Under Listing Rule 2.11, any payment of Director remuneration requires shareholder approval by ordinary resolution. Accordingly, the Company is seeking shareholder approval, by way of Resolution 4, to make a cash payment of $12,699 to Simon Flood, being the Increased Remuneration component of his FY26 Director remuneration.

This resolution is subject to the voting restrictions that are set out below under "Voting Restrictions".

Recommendation

The Board (other than Simon Flood, who abstains) unanimously recommends that shareholders vote in favour of Resolution 4.

RESOLUTION 5: RATIFICATION OF PLACEMENT SHARE ISSUE

Under Resolution 5, shareholders are being asked to ratify the issue of 152,561,001 Shares under Listing Rule 4.5.1, in connection with the Company's recent capital raising.

On 11 May 2026, Pacific Edge announced a capital raising of up to $24 million, comprised of a placement of $18 million of Shares to eligible investors (**Placement**) and a retail offer of $6 million of Shares to retail investors with an ability to accept oversubscriptions (**Retail Offer**). The issue price under the Placement and the Retail Offer was $0.17 per Share (**Issue Price**), representing a 2.3% discount to Pacific Edge's closing price on 8 May 2026 (being the last trading date before announcement of the capital raising), and a 2.0% discount to the Company's five-day volume-weighted average price.

Placement

The Placement was completed on 15 May 2026 and was significantly upsized by the Board due to investor demand, with applications for $25.4 million of Shares accepted by Pacific Edge at the Issue Price. As a result, Pacific Edge issued 149,384,548 Shares under the Placement to new and existing investors. All of those Shares were issued in reliance on Listing Rule 4.5.1, under which Pacific Edge is, in broad terms, entitled to issue, on a non pro rata basis, Shares representing up to 15% of its existing shares on issue in any 12-month period, without shareholder approval.

Retail Offer

The Retail Offer was completed on 4 June 2026. Like the Placement, the Retail Offer received strong demand from investors, with the Company receiving applications for $46.0 million of Shares. The Board resolved to accept $4.7 million of oversubscriptions, to increase the total amount raised under the Retail Offer to $10.7 million at the Issue Price. As a result, Pacific Edge issued 62,704,581 Shares under the Retail Offer to existing shareholders. The Board's decision to increase the Retail Offer to $10.7 million was intended to ensure that the vast majority of applicants received an allocation of Shares under the Retail Offer that would maintain their proportionate pre-capital raising shareholding (or if they applied for a lesser amount, their full application).

The Retail Offer was structured primarily as a "share purchase plan" under Listing Rule 4.3.1(c), under which Pacific Edge is, in broad terms, entitled to issue up to $50,000 of Shares to each shareholder in any 12-month period (in aggregate, in respect of all such share purchase plans during that period), provided that the number of Shares issued under each individual share purchase plan does not exceed 10% of the Company's existing shares on issue.

Importantly, Pacific Edge had already undertaken a share purchase plan in the 12-month period before the Retail Offer, being the share purchase plan launched on 17 July 2025 that raised $4.7 million (**2025 SPP**). Accordingly, under Listing Rule 4.3.1(c), shareholders that had participated in the 2025 SPP were only entitled to participate in the Retail Offer to the extent that the aggregate value of Shares issued to them under the 2025 SPP and the Retail Offer did not exceed $50,000. In effect, shareholders who participated in the 2025 SPP would have had no ability (shareholders issued with $50,000 of Shares under the 2025 SPP) or a reduced ability (shareholders issued with less than $50,000 of Shares under the 2025 SPP) to increase their investment in Pacific Edge, and mitigate the dilution resulting from the Placement, by participating in the Retail Offer.

To address this, the Board resolved to use some of the Company's remaining available placement capacity under Listing Rule 4.5.1 to permit shareholders who participated in the 2025 SPP to participate to a greater degree in the Retail Offer than would have otherwise been permitted under Listing Rule 4.3.1(c). This meant that, to the extent the dollar value of the final allocation of Shares made to a shareholder under the Retail Offer, when aggregated with dollar value of Shares issued to the shareholder under the 2025 SPP, exceeded $50,000, the excess Shares were issued under Listing Rule 4.5.1.

In accordance with this approach, of the 62,704,581 Shares issued under the Retail Offer, 59,998,716 Shares were issued under Listing Rule 4.3.1(c) and 2,705,865 Shares were issued under Listing Rule 4.5.1.

Professional Services

In consideration for the provision of professional services in connection with the Placement and Retail Offer, the Board resolved to issue $80,000 of Shares to Harmos Horton Lusk Limited (**HHL**), the Company's legal advisers, under Listing Rule 4.5.1. As a result, Pacific Edge issued 470,588 Shares to HHL, calculated by dividing $80,000 by a nominal price equivalent to the Issue Price.

Ranking Of Shares

Shares issued under the Placement, the Retail Offer and in payment of professional services fees, in each case as described above, rank equally with all other fully paid ordinary shares in the Company.

Available Placement Capacity

The Company used 93.4% of its total placement capacity under Listing Rule 4.5.1 in respect of the issue of Shares under the Placement, the Retail Offer, and in payment of professional services fees, in May and June earlier this year. As a result, taking into account the issue of Shares under the Retail Offer in reliance under Listing Rule 4.3.1(c), at the date of this Notice of Meeting only 6.2% of the Company's total placement capacity under Listing Rule 4.5.1 remains available.

Ratification

At the date of this Notice of Meeting, due to the Share issues described above, Pacific Edge has limited remaining placement capacity under Listing Rule 4.5.1. (as set out under "Available Placement Capacity"). This could constrain the Company's ability to pursue opportunities that may arise before that capacity is refreshed 12 months after the 2026 capital raising.[2] Listing Rule 4.5.1(c) provides a mechanism for addressing this. It contemplates that shareholders may ratify the issue of Shares under Rule 4.5.1, to effectively "replenish" Pacific Edge's 15% placement capacity.

The purpose of Resolution 5 is to seek shareholder ratification under Listing Rule 4.5.1(c) to the issue of 152,561,001 Shares under Listing Rule 4.5.1, being 149,384,548 Shares issued under the Placement, 2,705,865 Shares issued under the Retail Offer and 470,588 Shares issued in consideration for professional services provided in connection with the Placement and Retail Offer. As noted above, if Resolution 5 is passed by shareholders, it will have the effect of replenishing Pacific Edge's placement capacity under Listing Rule 4.5.1, such that Pacific Edge will have its full 15% capacity available to issue Shares without shareholder approval.

This will provide the Company with the flexibility to issue Shares quickly, including in response to prospects or circumstances that may arise, where the Board considers that it is in the best interests of Pacific Edge to do so. Before issuing Shares under Listing Rule 4.5.1, the Board must be satisfied that the consideration for and terms of issue of the Shares are fair and reasonable to the Company and to all existing shareholders.

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[2] Pacific Edge's placement capacity will be refreshed 12 months after the relevant issue of Shares. For example, Pacific Edge's placement capacity, to the extent used in respect of the issue of Shares under the Placement on 15 May 2026, will refresh on 16 May 2027.

Listing Rule Requirement

Resolution 5, as a ratification resolution under Listing Rule 4.5.1(c), requires shareholder approval by ordinary resolution. This resolution is subject to the voting restrictions that are set out below under "Voting Restrictions".

Effect Of Resolution 5 Not Being Passed

As noted above, at the date of this Notice of Meeting, Pacific Edge has limited remaining placement capacity under Listing Rule 4.5.1. (as set out under "Available Placement Capacity"). If Resolution 5 is not passed, this will remain the case until the Company's placement capacity is refreshed after the expiry of 12 months from the 2026 capital raising (or as otherwise contemplated by that rule).[3] Before that refresh occurs, if the Company wishes to issue further Shares, it could only do so with prior shareholder approval or in reliance on a provision of the Listing Rules that permits the issue of Shares without shareholder approval (such as a pro rata offer of Shares or the issue of Shares under an employee share scheme).

This could be detrimental to Pacific Edge's ability to raise capital to take advantage of funding or growth opportunities. The timing and risk implications of requiring prior shareholder approval or raising capital by way of a pro rata offer may constrain Pacific Edge's ability to raise equity funding quickly on commercially attractive terms, may mean that Pacific Edge is unable to present a commercially attractive proposal in response to growth opportunities, or may weaken Pacific Edge's negotiating position in respect of such opportunities.

Failure to pass Resolution 5 will not affect the validity of those Shares already issued in reliance on Listing Rule 4.5.1.

Recommendation

The Board (other than Simon Flood, Anatole Masfen and Bryan Williams, who each abstain given that they, or their Associated Persons, were issued Shares under Listing Rule 4.5.1 in the Placement), unanimously recommends that shareholders vote in favour of Resolution 5.

RESOLUTION 6: RATIFICATION OF SHARE PURCHASE PLAN SHARE ISSUE

The details of the Company's recent capital raising are set out above in respect of Resolution 5. To re-iterate, the Retail Offer component of the capital raising was structured primarily as a "share purchase plan" under Listing Rule 4.3.1(c). Under that Listing Rule, Pacific Edge is, in broad terms, entitled to issue up to $50,000 of Shares to each shareholder in any 12-month period (in aggregate, in respect of all such share purchase plans during that period), provided that the number of Shares issued under each individual share purchase plan does not exceed 10% of the Company's existing shares on issue.

Paragraph (a) of the definition of "share purchase plan" in the Listing Rules contemplates that shareholders may ratify a share purchase plan by ordinary resolution. Pacific Edge issued 59,998,716 Shares under the Retail Offer on 4 June 2026 in reliance on Listing Rule 4.3.1(c) (i.e., as a share purchase plan). Resolution 6 seeks shareholder ratification to the issue of those Shares. If the Resolution is passed, it will effectively "replenish" the dollar value of Shares available to be issued to each shareholder under Listing Rule 4.3.1(c) before 5 June 2027, such that Pacific Edge would be entitled to issue up to $50,000 of Shares to each shareholder (without reference to any Shares issued under the Retail Offer).[4]

Ranking Of Shares

Shares issued under the Retail Offer rank equally with all other fully paid ordinary shares in the Company.

Listing Rule Requirement

Resolution 6, as a ratification resolution under paragraph (a) of the definition of "share purchase plan" in the Listing Rules, requires shareholder approval by ordinary resolution.

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[3] Pacific Edge's placement capacity will be refreshed 12 months after the relevant issue of Shares. For example, Pacific Edge's placement capacity, to the extent used in respect of the issue of Shares under the Placement on 15 May 2026, will refresh on 16 May 2027.

[4] For completeness, Resolution 6 does not seek shareholder ratification to the issue of Shares under the 2025 SPP. As a result, the dollar value of Shares issued to a shareholder on 13 August 2025 under the 2025 SPP must be deducted from that shareholder's maximum $50,000 share purchase plan entitlement under Listing Rule 4.3.1(c) in respect of any share purchase plan undertaken by Pacific Edge before 14 August 2026. The Board considers that it is very unlikely Pacific Edge will undertake a share purchase plan before that date. Accordingly, for the sake of simplicity, the explanatory notes in this Notice of Meeting in respect of Resolution 6 refer only to the issue of Shares under the Retail Offer in reliance on Listing Rule 4.3.1(c) and do not refer to the issue of Shares under the 2025 SPP.

Effect Of Resolution 6 Not Being Passed

If Resolution 6 is not passed and the Company wished to undertake a further issue of Shares under Listing Rule 4.3.1(c) (i.e., by way of a share purchase plan) before 5 June 2027 (i.e., within 12-months after 4 June 2026) (**Further Retail Offer**), then the total dollar value of Shares that could be issued to each shareholder under a Further Retail Offer would be $50,000 less the dollar value of Shares issued to that shareholder under the Retail Offer in reliance on Listing Rule 4.3.1(c).[5]

This may limit the amount of capital that could be raised by the Company under a Further Retail Offer and will constrain the ability of certain shareholders to participate in a Further Retail Offer. For example:

- A shareholder who was issued with $10,000 of Shares under the Retail Offer in reliance on Listing Rule 4.3.1(c) would only be able to be issued with a maximum of $40,000 of Shares under a Further Retail Offer.
- A shareholder who was issued with $50,000 of Shares under the Retail Offer in reliance on Listing Rule 4.3.1(c) would not be able to be issued with any Shares under a Further Retail Offer.

As it has done so it the past, if the Company were to raise capital by way of a placement under Listing Rule 4.5.1, the Board may wish to make a Further Retail Offer to shareholders. Doing so would provide retail shareholders with the opportunity to increase their investment in Pacific Edge at the placement price, including for the purpose of assisting to mitigate the dilution of their proportionate shareholdings in the Company by the placement. However, if this scenario were to arise before 5 June 2027 and Resolution 6 is not passed, shareholders who participated in the Retail Offer under Listing Rule 4.3.1(c) will be constrained in their ability to increase their investment in Pacific Edge under a Further Retail Offer. This may result in the dilution of their proportionate shareholdings in the Company.

It is possible that, as with the Retail Offer, the Company may be able to 'top up' a Further Retail Offer using its placement capacity under Listing Rule 4.5.1. However, there is no assurance that this would be the case, as the structure and terms of any further capital raising will depend on various factors and circumstances at the time, including commercial objectives, investor demand, liquidity objectives, funding requirements, available placement capacity, LCD status, and the domestic/global political situation.

Failure to pass Resolution 6 will not affect the validity of those Shares already issued under the Retail Offer in reliance on Listing Rule 4.3.1(c).

Recommendation

The Board (other than Anna Stove, Sarah Park and Tony Barclay, who each abstain given that they, or their Associated Persons, were issued Shares under the Retail Offer in reliance of Listing Rule 4.3.1(c)), unanimously recommends that shareholders vote in favour of Resolution 6.

NZ REGCO REVIEW

NZ RegCo has confirmed that is has no objection to this Notice of Meeting, but takes no responsibility for any statement made in, or accompanying, this Notice of Meeting.

[5] If Resolution 6 is not passed, each shareholder's maximum $50,000 share purchase plan entitlement under Listing Rule 4.3.1(c) will refresh on 5 June 2027 (assuming that the Company does not undertake any Further Retail Offer before that date).

IMPORTANT INFORMATION

Attending The 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 MUFG Pension & Market Services (formerly Link Market Services) at: www.virtualmeeting.co.nz/peb26

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 Meeting Guide, which is available at: https://mail.cm.mpms.mufg.com/MUFG/MUFG_VirtualMeetingGuide.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 Meeting online via www.virtualmeeting.co.nz/peb26 you will require your shareholder number for verification purposes.

Voting

All of the Resolutions are ordinary resolutions. An ordinary resolution is required to be passed by a simple majority of the votes of shareholders entitled to vote and voting on the resolution.

The only persons entitled to vote at the Meeting are registered shareholders (or their proxies or representatives) as at 5pm on Tuesday, 18 August 2026, subject to the voting restrictions set out below under "Voting Restrictions". Only the shares registered in those shareholders' names at that time may be voted at the Meeting.

Voting can be done in three ways:

1. by attending the Meeting and voting in person;
2. by participating in the Meeting and voting online; or
3. by appointing a proxy to vote on your behalf at the Meeting.

Voting Restrictions

There are no shareholder voting restrictions on Resolutions 1 to 3 or on Resolution 6.

In accordance with Listing Rule 6.3.1, Pacific Edge will disregard any votes cast in favour of Resolution 4 by Simon Flood and any "Associated Person" (as defined in the Listing Rules) of Simon Flood. Any discretionary proxies on Resolution 4 given to Simon Flood or his Associated Persons will not be valid. Such persons may, however, vote non-discretionary proxies on Resolution 4 where the relevant shareholder has indicated on the proxy form how the shareholder wishes that person (as proxy) to vote on Resolution 4.

In accordance with Listing Rule 6.3.1, Pacific Edge will disregard any votes cast in favour of Resolution 5 by:

(a) any shareholder that participated in the Placement;

(b) any shareholder that participated in the Retail Offer and, by virtue of their participation in the 2025 SPP, was issued shares under Pacific Edge's placement capacity; and

(c) HHL,

(together, the **Non-Voting Persons**) and any Associated Person of a Non-Voting Person.

Any discretionary proxies on Resolution 5 given to a Non-Voting Person or their Associated Persons will not be valid. Such persons may, however, vote non-discretionary proxies on Resolution 5 where the relevant shareholder has indicated on the proxy form how the shareholder wishes that person (as proxy) to vote on Resolution 5.

If you are unsure whether you are a Non-Voting Person and are therefore eligible to vote on Resolution 5 (for example, if you participated in the Retail Offer and you are not sure whether you were issued Shares under Listing Rule 4.5.1), please contact MUFG Pension & Market Services by email on operations.nz@cm.mpms.mufg.com (Please use "PEB Voting Restrictions" as the subject line for easy identification) or by phone on +64 9 375 5998.

Proxies, Corporate Representatives And Power Of Attorney

Any shareholder may appoint another person 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 and return the proxy form in accordance with the instruction on the form, or lodge their proxy appointment online.

If you wish to appoint a proxy online, you will need to go to the website of our share registrar, MUFG Pension & Market Services at vote.cm.mpms.mufg.com/PEB. You will be required to enter your CSN/Holder number and FIN and follow the instructions from there.

If you do not name a person as your proxy but have indicated on your proxy form how you wish to vote or if your named proxy does not attend the Meeting, the Chair of the Meeting will act as your proxy. If this occurs, the Chair of the Meeting will only vote in accordance with your express direction.

A proxy does not have to be a shareholder in the Company.

Any of the joint holders of a share may sign the proxy form, in which case the joint holder is deemed to have confirmed that they are duly authorised to do so on behalf of all other joint holders.

The Chair of the Meeting and Chief Executive Officer offer themselves as proxy to shareholders and, if given discretion, will vote in favour of the Resolutions (except that the Chair of the Meeting and Chief Executive Officer will not vote undirected proxies on Resolutions 4 and 5 if they are disqualified from voting under "Voting Restrictions" above).

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 or online proxy appointments must be received by MUFG Pension & Market Services by **2pm on Tuesday, 18 August 2026.**

Proxy forms can be lodged by:

- Post to: MUFG Pension & Market Services, PO Box 91976, Auckland 1142
- Deliver in person to: MUFG Pension & Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland 1010
- Email to: meetings.nz@cm.mpms.mufg.com
- Lodged online: vote.cm.mpms.mufg.com/PEB

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 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 2pm on Tuesday, 18 August 2026. Please write 'Questions from Shareholders' in the subject line of the email.

Presentations And Pacific Edge FY26 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: 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 MUFG Pension & Market Services Investor Centre at nz.investorcentre.mpms.mufg.com

Alternatively, your request can be emailed to operations.nz@cm.mpms.mufg.com (Please use "PEB Annual Report" as the subject line for easy identification) or by contacting MUFG Pension & Market Services (formerly Link Market Services) on +64 9 375 5998.

PacificEdge
CANCER DIAGNOSTICS

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www.pacificedgedx.com

PacificEdge®
CANCER DIAGNOSTICS

LODGE YOUR PROXY

Online
vote.cm.mpms.mufg.com/PEB

Scan & email
meetings.nz@cm.mpms.mufg.com

Mail
Use the enclosed reply paid envelope or address to:
MUFG Pension & Market Services
PO Box 91976
Auckland 1142

Scan this QR code with your smartphone and vote online

General Enquiries

Email
enquiries.nz@cm.mpms.mufg.com

Phone
+64 9 375 5998

Proxy Form/Admission Card for Pacific Edge Limited 2026 Annual Shareholders' Meeting

Notice is hereby given that the Annual Shareholders' Meeting of Pacific Edge Limited ("the Company" or "Pacific Edge") will be held at MUFG Pension & Market Services Board Room, Level 30, PwC Tower, 15 Customs Street West, Auckland and online through the MUFG Pension & Market Services meeting platform at www.virtualmeeting.co.nz/peb26 at 2:00pm (New Zealand time) on Thursday, 20 August 2026. You will require your CSN/Holder Number for verification purposes. Except as otherwise defined, capitalised terms used in this Proxy Form will have the meanings set out in the Notice of Meeting.

If you will not attend the meeting but wish to be represented by proxy, please complete and return this form (in accordance with the lodgment instructions above) to Pacific Edge Limited's share registry, MUFG Pension & Market Services, by **no later than 2:00pm on Tuesday, 18 August 2026**. You can also appoint your proxy and direct them how to vote on the resolutions on the reverse of this form online by going to vote.cm.mpms.mufg.com/PEB or by scanning the QR code above with your smartphone.

Thursday, 20 August 2026 at 2:00pm (New Zealand time)

MUFG Pension & Market Services Board Room, Level 30, PwC Tower, 15 Customs Street West, Auckland

www.virtualmeeting.co.nz/peb26

Appointing the Chair of the Meeting or the CEO as your proxy

If you are entitled to vote at the meeting, you may appoint a proxy to attend the meeting and vote on your behalf, unless specifically excluded. The proxy need not also be a shareholder. If you wish, you may appoint "The Chair of the Meeting" or the Chief Executive Officer as your proxy or as alternative to your named proxy. Except as set out below under "Voting Restrictions", if given discretion, they will vote in favour of the resolutions.

Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of each resolution. If you return this form without directing the proxy how to vote on any particular matter, the proxy may, except as set out below under "Voting Restrictions", vote as he/she thinks fit or abstain from voting. If you make more than one election in respect of a resolution your vote will be invalid on that resolution. If this Proxy Form is returned duly signed by a shareholder with voting instructions included, but without specifying a person that is appointed as proxy, or if your named proxy does not attend the meeting, the Chair of the Meeting is deemed to be the proxy for the purpose of that form, but only to vote to the extent of the voting instructions provided.

Voting Restrictions

There are no shareholder voting restrictions on Resolutions 1 to 3 or on resolution 6.
Pacific Edge will disregard any votes cast in favour of Resolution 4 by Simon Flood and any Associated Person (as defined in the NZX Listing Rules) of Simon Flood. Pacific Edge will disregard any votes cast in favour of Resolution 5 by any shareholder that participated in the Placement, any shareholder that participated in the Retail Offer and, by virtue of their participation in the 2025 SPP, was issued shares under Pacific Edge's placement capacity, and HHL, and any of their respective Associated Persons (each such person, a "**restricted holder**"). Any discretionary proxies granted to Simon Flood on Resolution 4 or to a restricted holder on Resolution 5 will not be valid. Such persons may, however, vote non-discretionary proxies on, as applicable, Resolution 4 or 5 where the relevant shareholder has indicated on the proxy form how the shareholder wishes that person (as proxy) to vote on Resolution 4 or 5.

Attending the meeting

If you plan to attend the meeting in person, please bring this Admission Card/Proxy Form intact as the barcode will assist in your registration.

If you plan to attend the meeting virtually, you can join via the MUFG Pension & Market Services meeting platform at www.virtualmeeting.co.nz/peb26. You will require your CSN/Holder Number for verification purposes. The virtual meeting guide is available at: https://mail.cm.mpms.mufg.com/MUFG/MUFG_VirtualMeetingGuide.pdf

A corporation may appoint a person as its representative to attend and vote at the meeting in the same manner as that in which it could appoint a proxy. That person need not also be a shareholder.

Signing instructions for this form

Individual

Where the holding is in one name, the shareholder must sign the Proxy Form.

Joint Holding

Where the holding is in more than one name, at least one joint shareholder should sign this form (on behalf of all joint shareholders). If different joint shareholders purport to appoint different proxies, the vote of the proxy appointed by the first named joint shareholder shall apply.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney under which it was signed (if not previously provided to the Registrar), and a signed certificate of non-revocation of the power of attorney must accompany this Proxy Form.

Corporate Shareholder

In the case of a corporate shareholder, a duly authorised officer or director must sign this Proxy Form. Persons who sign on behalf of a corporate shareholder must be acting with that corporate shareholder's express or implied authority.

Go online to vote.cm.mpms.mufg.com/PEB to appoint your proxy

Step 1	Appoint a Proxy / Corporate Representative

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

Name

Email Address

or failing him/her:

Name

Email 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 2pm on Thursday, 20 August 2026 and at any adjournment of that meeting and to vote on any resolutions to amend any resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). Subject to the matters set out under "Voting Restrictions" on this Proxy Form, otherwise instructed as below, the proxy will vote as he/she thinks fit (to the extent permitted by law, Pacific Edge's constitution and the relevant Listing Rules) or abstain from voting on each such resolution.

Step 2	Items of Business – Voting Instructions

Instruct a proxy to vote by placing a tick in the relevant box. If you have appointed a proxy and want him/her to decide how to vote on the resolution, tick the box "Proxy's discretion". Please note for each resolution you must tick one box.

To consider and, if thought fit, pass the following ordinary resolutions:	FOR	AGAINST	ABSTAIN	PROXY DISCRETION
Resolution 1: To authorise the Directors to fix the auditor's remuneration for the ensuing year.				
Resolution 2: That Bryan Williams, who retires in accordance with NZX Listing Rule 2.7.1 and is eligible for re-election, be re-elected as a Director of the Company.				
Resolution 3: That Simon Flood, who retires in accordance with NZX Listing Rule 2.7.1 and is eligible for election, be elected as a Director of the Company.				
Resolution 4: That the payment in cash of $12,699 to Simon Flood, being unpaid Director remuneration that has accrued to him in respect of the period from 19 December 2025 to 31 March 2026, as described in the Explanatory Notes, be approved for all purposes, including NZX Listing Rule 2.11.1.				
Resolution 5: That the issue of 152,561,001 Shares under NZX Listing Rule 4.5.1, being Shares issued under the Placement, Shares issued to certain participants in the Retail Offer, and Shares issued in consideration for professional services provided in connection with the Placement and Retail Offer, be approved and ratified for all purposes, including NZX Listing Rule 4.5.1(c).				
Resolution 6: That the issue of 59,998,716 Shares under NZX Listing Rule 4.3.1(c), being Shares issued to certain participants in the Retail Offer, be approved and ratified for all purposes, including paragraph (a) of the definition of "share purchase plan" in the NZX Listing Rules.				

Step 3	Shareholder Questions

Shareholders attending the Annual Shareholders' Meeting virtually, or in person, will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Shareholders' Meeting but would like to ask a question, you can submit a question online by going to vote.cm.mpms.mufg.com/PEB and completing the online validation process or complete the question section below and return to MUFG Pension & Market Services in the envelope enclosed. Questions will need to be submitted by 2pm on Tuesday, 18 August 2026.

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: