

NOTICE OF 2021 ANNUAL SHAREHOLDERS' MEETING

Dear Shareholder

Pacific Edge Limited (Company or Pacific Edge) invites you to join us at our Annual Shareholders' Meeting on Thursday 29 July commencing at 3.00pm. This will be held both online and in person, in Dunedin, to allow as many of our shareholders as possible to join us.

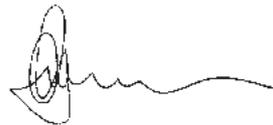
We made significant and pleasing progress in the FY21 financial year, despite the challenges of Covid-19, and you can read about our performance in our Annual Report, which is available on our website <https://www.pacifiedgedx.com/investors/shareholder-reports/>. The Meeting will provide you with an opportunity to hear about Pacific Edge's progress, discuss any questions you may have about our Company and its performance and vote on the resolutions that we have tabled with you.

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: 3.00pm on Tuesday 27 July 2021

Time for determining voting entitlement at the Meeting: 3.00pm on Tuesday 27 July 2021

NOTICE OF ANNUAL SHAREHOLDERS' MEETING

Notice is hereby given that the 2021 Annual Shareholders' Meeting of Pacific Edge Limited will be held on **Thursday 29 July 2021, commencing at 3.00pm.**

Venue: Fullwood Room, Dunedin Centre, 1 Harrop Street, Dunedin

Online: www.virtualmeeting.co.nz/peb21

AGENDA

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

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

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

Resolution 2: That Anna Stove, who was appointed as a Director by the Board during the year, be elected as a Director of the Company.

Resolution 3: That Mark Green, who was appointed as a Director by the Board during the year, be elected as a Director of the Company.

Resolution 4: That pursuant to NZX Main Board Listing Rule 2.11, the maximum aggregate amount payable to non-executive Directors be increased to \$465,000 per annum.

Resolution 5: 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.

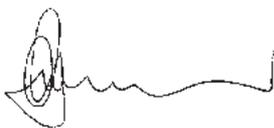
Further information relating to the Resolutions is set out in the Explanatory Notes.

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

Pacific Edge's Board and management invite attendees in Dunedin 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

30 June 2021

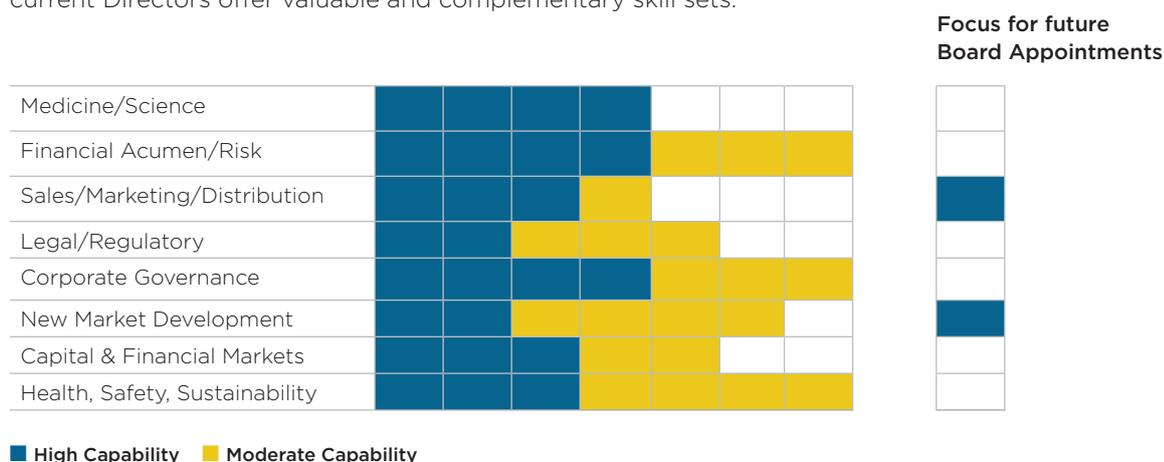
EXPLANATORY NOTES

In these explanatory notes, references to “Listing Rules” are to the NZX Listing Rules. Resolutions 1 to 5 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 is important to support the Company’s strategy and continued momentum. Directors’ capabilities are considered against this skills matrix and the Board believes that the current Directors offer valuable and complementary skill sets.



RESOLUTION 1: RE-ELECTION OF ANATOLE MASFEN AS A DIRECTOR

APPOINTED: 1 April 2008

BOARD RESPONSIBILITIES: Independent Director, Audit & Risk Committee, Chair Capital Committee

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

Anatole is the co-founder of Artemis Capital, a private equity investment firm based in Auckland. He sits on the Board of a number of private and public companies, across a range of industries, and his broad and significant investment expertise is of value to Pacific Edge. He holds a MCom (Hons) in Finance and Economics.

Anatole has extensive knowledge and an in-depth understanding of Pacific Edge, its strategy and the market it operates in. He is a valuable member of the Board and the Board unanimously supports his re-election.

The Board has determined that Anatole Masfen is an Independent Director for the purposes of the Listing Rules.

DIRECTOR ELECTIONS

Anna Stove and Mark Green were appointed as Directors by the Board during the year in accordance with claus 20.9 of the constitution of the Company.

Under the Listing Rules and clause 20.9 of the Company’s Constitution, any person who is appointed as a Director by the Board shall hold office until the commencement of the next Annual Meeting, when they will cease to hold office but shall be eligible for election at that Meeting.

Accordingly, both Anna Stove and Mark Green will both cease to hold office at the commencement of the Meeting and, being eligible, offer themselves for election by shareholders.

RESOLUTION 2: ELECTION OF ANNA STOVE AS A DIRECTOR

APPOINTED: 15 March 2021

BOARD RESPONSIBILITIES: Independent Director, Remuneration Committee, Nomination Committee

Anna has global executive experience and a successful 25+ year track record in leading and driving transformational change within the healthcare sector. She has held a number of governance roles with private and listed organisations and is currently Chair of Global Women New Zealand and a Director of Rua Bioscience and TAB NZ. Anna was the General Manager of GlaxoSmithKline New Zealand for seven years and prior to that, held a number of senior roles with multinational science-led healthcare companies across Europe and Asia. Her extensive international experience in the science and healthcare sectors is of value to Pacific Edge as the Company continues with its growth strategy.

The Board has determined that Anna Stove is an Independent Director for the purposes of the Listing Rules and unanimously supports her election.

RESOLUTION 3: ELECTION OF MARK GREEN AS A DIRECTOR

APPOINTED: 10 May 2021

BOARD RESPONSIBILITIES: Independent Director, Audit & Risk Committee, Capital Committee

Mark is an experienced corporate finance professional, with 25 years of experience in the Australasian capital, corporate and financial markets. He was an Executive Director for Investment Banking at Goldman Sachs where he worked for nearly 20 years and has been involved in many large prominent New Zealand transactions including the IPOs of Meridian, Mighty River Power and Vector. Mark is a Director of a number of entities including being Chair of Astrolab VC Investment Committee and a Director of Mariposa Holdings (a charitable organisation). Mark's significant capital markets and corporate finance experience fills a skill set identified by the Board and he is a strong contributor.

Mark holds a BCom and a LLB from the University of Auckland.

The Board has determined that Mark Green is an Independent Director for the purposes of the Listing Rules and unanimously supports his election.

RESOLUTION 4: INCREASE IN DIRECTORS' REMUNERATION

Pacific Edge's policy is to offer competitive Director fees to attract and retain high quality, appropriately skilled Directors, who will best add value to the Company. Consistent with this, in the past three years Pacific Edge has rejuvenated the Board and appointed several new Directors.

An increase in Directors' remuneration requires shareholder approval by Ordinary Resolution, in accordance with Listing Rule 2.11. The Board is recommending that total annual remuneration available to be paid to all non-executive Directors taken together, per annum, is increased to \$465,000 per annum. This is below the level recommended by the independent remuneration experts, Strategic Pay Limited, and is also below the lower quartile of peer organisations from within the NZX, taking into consideration Market Capitalisation and organisation dimensions.

The shareholders last approved a total remuneration pool of \$302,000 per annum (based on a total of 5 non-executive Directors) at Pacific Edge's 2018 Annual Shareholder Meeting. Since this time, Pacific Edge has expanded the size of the Board from five to six non-executive Directors and no longer has a US-based Director, following David Levison's appointment as Executive Chairman of Pacific Edge Diagnostics USA Limited (PEDUSA), at which time he stepped down from the Board.

On the appointment of the sixth non-executive Director, the total remuneration pool was increased to \$311,000 per annum in accordance with NZX Listing Rule 2.11.3. Listing Rule 2.11.3 permits an issuer to increase the aggregate amount payable to the Directors to take into account the additional Director without shareholder approval, provided that amount of the increase must not exceed the amount necessary to enable the additional Director to be paid the average amount then being paid to each non-executive Director of the issuer (other than the Chairman).

During the past year, Pacific Edge has entered the S&P/NZX 50 index and achieved a number of significant commercial milestones which are driving a step up in the delivery of the Company's global strategy.

Pacific Edge has commissioned Strategic Pay Limited to provide market data and make recommendations on appropriate Director remuneration levels, taking into consideration other NZX listed companies of similar size, turnover and market capitalisation, as well as those in a similar sector. The Strategic Pay report also took into account the operational complexities, risks and phase of growth of Pacific Edge. A summary of Strategic Pay's report can be viewed on the Pacific Edge website at www.pacificedgedx.com/investors/shareholder-meetings.

As part of the Strategic Pay report, it has been determined that Pacific Edge should introduce a Special Governance allocation to compensate Directors for additional work over and above their usual Director duties, which may or may not be utilised in any year, depending on Pacific Edge's governance requirements.

The Board has considered Strategic Pay's recommendations, the skills, performance and experience of Directors and the skills and expertise required to add value as Pacific Edge's commercial strategy escalates. Taking this into consideration, combined with the increase in non-executive Directors from five to six, the Pacific Edge Board is recommending an increase to the total pool for Director remuneration, to a total maximum aggregate of \$465,000.

The Board currently intends to allocate the aggregate pool of Directors' fees to the non-executive Directors, based on their responsibilities, on the basis set out below:

Role	Fees as approved 2018	Fees as currently applied **	Proposed Fees per Role	Percentage Change from fees as currently applied
Chair	80,000	80,000	115,000	44%
Deputy Chair	50,000	50,000	70,000	40%
US-based Director	79,000	N/A	N/A	N/A
Non-executive Director	44,000 (x2)	44,000 (x4)	60,000 (x4)	36%
Chair Audit & Risk Committee	5,000	5,000	10,000	100%
Special Governance Allocation *	N/A	N/A	30,000	N/A
Total	\$302,000	\$311,000	\$465,000	50%

* The Special Governance allocation is available for payment to non-executive Directors to recognise the performance of duties undertaken for the Pacific Edge Board on Committees, that are considered additional to the expected duties of the Board. This allocation may or may not be utilised in any year, depending on Pacific Edge's governance requirements. Any payment of Directors' fees from this allocation is to be approved by the Board prior to payment.

** The total aggregate remuneration of \$302,000 per annum that was approved in 2018 was on the basis of 5 non-executive Directors. Given recent appointments, there are now a total of 6 non-executive Directors and accordingly the total aggregate pool has been increased by the average amount then payable to the additional non-executive Director pursuant Listing Rule 2.11.3 (being \$44,000 per non-executive Director less the additional \$35,000 in Directors fees that were previously paid to the US based Director).

David Darling, CEO/Executive Director does not receive Directors' fees.

The Board believes that the proposed increase in Directors' fees better aligns Pacific Edge to the market, are fair and reasonable to the Company and to the shareholders and will help to attract and retain highly qualified and suitably experienced Directors to the Board. All increases would apply, if approved, from 29 July 2021, being the date of the Annual Meeting.

RESOLUTION 5: 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 <http://www.virtualmeeting.co.nz/peb21>.

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>

LINKVOTE APP

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

VOTING

The only persons entitled to vote at the Annual Meeting are registered shareholders (or their proxies or representatives) as at 3.00pm on Tuesday 27 July 2021. 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.

Under NZX Listing Rule 6.3, all Directors intended to receive a payment under Resolution 4 and their Associated Persons (as that term is defined in the NZX Market Board Listing Rules) are prohibited from voting in favour of Resolution 4. If you appoint such a Director or any person who is an Associated Person of such a Director as your proxy, that person will only be able to vote on Resolution 4 in accordance with your express instructions. The Directors cannot exercise their discretion on how to vote on Resolution 4 given that the resolution relates to approving their remuneration.

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 (except for Resolution 4 where they are prohibited from voting, as noted 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 must be received by Link Market Services no later 3.00pm on Tuesday 27 July 2021. Proxy forms can be lodged by:

- Post to PO Box 91976, Auckland 1142
- Email to meetings@linkmarketservices.com
- Lodged online at <https://investorcentre.linkmarketservices.co.nz/voting/PEB>

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 <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 meetings@linkmarketservices.com by 3.00pm on Tuesday 27 July 2021. Please write 'Questions from Shareholders' in the subject line of the email.

PRESENTATIONS AND PACIFIC EDGE FY21 ANNUAL REPORT

The Meeting presentations and voting results will be released to the NZX and published on the Company website at www.pacifiedgedx.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.pacifiedgedx.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.