

Minutes of the Annual Meeting of Shareholders of AFT Pharmaceuticals Limited

Meeting date: 5 August 2016

Meeting Time: 10.30am (New Zealand time)

Venue: Takapuna Boating Club, 39 The Strand, Takapuna, Auckland, New Zealand

Present:	David Flacks	Chairman
	Hartley Atkinson	Chief Executive
	Marree Atkinson	Executive Director
	James (Jim) Burns	Non-Executive Director
	Nathan (Nate) Hukill	Non-Executive Director
	Jon Lamb	Non-Executive Director
	John (Doug) Wilson	Non-Executive Director

Approximately 32 shareholders of the company

Introductions

Mr Flacks, the Chairman of the meeting, welcomed shareholders and introduced the Directors and Senior Management present to shareholders.

Preliminary Matters

The Chairman called the meeting to order, declaring that the necessary quorum was present and that the meeting was now open.

Mr Flacks confirmed that the Notice of Meeting had been sent to shareholders and other persons entitled to receive it. He advised that voting on all resolutions would be conducted by poll at the end of the meeting.

Mr Flacks reported that proxies had been appointed in respect of approximately 91.4 million shares, representing approximately 94.4% of the total number of shares on issue.

Annual Report and Financial Statements

The Chairman advised that the Annual Report and Financial Statements for the year ended 31 March 2016 and the Report of the auditor thereon, had been circulated to all shareholders.

Formal Addresses

Prior to giving his formal address, the Chairman outlined his experience and aspirations for the company.

The Chairman then formally addressed the meeting – thanking shareholders for their support in the recent initial public offering, detailing the key growth drivers for the business and providing an overview of the governance structure of the business.

In light of the fact this was AFT's first Annual Meeting as a listed company, each director introduced themselves to shareholders, summarising their experience and providing their perspectives on AFT.

The Chief Executive, Dr Atkinson, provided an overview of AFT's business, performance highlights and the progress made since listing to increase the distribution of core products and increase clinical trials in respect of new product developments. He provided an overview of historical financial performance for the year ended 31 March 2016 and informed shareholders of the strategic direction to be taken by the Company over the next financial period.

Shareholder Questions and Discussion

Mr Flacks invited shareholders to ask questions of the Board and management. Five shareholders raised questions for discussion. The questions related to the financial performance of the company for the first quarter of the financial year ending 31 March 2017 (in light of the fact there was no guidance in the market) and timing of reaching cash-flow break-even; the liquidity of shares on issue in light of the Atkinson Family Trust holding a majority of the shares on issue; product-related questions including where products were produced, the risk management practices in place to mitigate the risk of recalls and the Commerce Commission enquiry into the marketing of certain pharmaceutical products. In response to the first question, Dr Atkinson re-confirmed that AFT was targeting a return to profitability in FY2019, possibly break even in FY2018, following the substantial completion of the current research and development programme.

Formal Resolutions

Resolution 1: Auditor's Fees & Expenses

The Chairman confirmed that the auditors had been automatically re-appointed pursuant to the procedure set out in the Companies Act 1993. After calling for any questions, Mr Flacks moved that the directors be authorised to fix the fees and expenses of the auditors, PricewaterhouseCoopers.

Mr Flacks advised that the poll on the motion would be conducted at the conclusion of the meeting.

Resolution 2: Re-election of Jon Lamb as a Director

The Chairman provided details of Mr Lamb’s governance and commercial experience, confirming that Mr Lamb’s re-election had the unanimous support of the Board.

After calling for questions, Mr Flacks moved the motion that Mr Lamb be re-elected as a Director of the Company. Mr Flacks advised that the poll on the motion would be conducted at the conclusion of the meeting.

Resolution 3: Re-election of John (Doug) Wilson as a Director

The Chairman provided details of Dr Wilson’s governance and commercial experience. Mr Flacks advised that Dr Wilson’s re-election had the unanimous support of the Board.

After calling for questions, Mr Flacks moved the motion that Dr Wilson be re-elected as a Director of the Company. Mr Flacks advised that the poll on the motion would be conducted at the conclusion of the meeting.

Polls and Closure

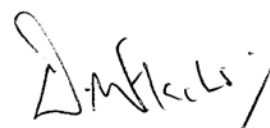
The Chairman advised that, as all other business had been concluded, polls in respect of the resolutions put to shareholders at the meeting would be conducted.

The conduct of the polls was administered by the share registry, Computershare, and the Company's auditor, PricewaterhouseCoopers, acted as scrutineer.

The Chairman advised that the results of the polls would be released to NZX and the ASX later in the day.

Mr Flacks thanked shareholders for their attendance and interest in Company affairs, and confirmed that the meeting would formally close on completion of the voting procedures.

The meeting ended at 11.45am.



Minutes Confirmed: _____

Date: August 29 2016

Poll Results

The following results of the polls were subsequently announced:

Resolution	For	Against	Abstain
Fix auditors' remuneration	91,550,270 (100.00%)	1,422 (0.00%)	-
Re-elect Mr Lamb	91,550,270 (100.00%)	1,422 (0.00%)	-
Re-elect Dr Wilson	91,551,692 (100.00%)	0 (0.00%)	-

All resolutions were accordingly passed.