

Notice of Annual Meeting of Shareholders 2016

Dear Shareholder

On behalf of the Board of Directors I am pleased to invite you to the 2016 Annual Meeting of AFT Pharmaceuticals Limited (**AFT**), AFT's first Annual Meeting as a listed company. The Annual Meeting is to be held at the Takapuna Boating Club, 39 The Strand, Takapuna, Auckland, New Zealand, on **Friday 5 August 2016 commencing at 10.30am** (New Zealand time).

At the Annual Meeting, Hartley Atkinson (Chief Executive and Founder of AFT) and I will present on AFT's performance during the year ended 31 March 2016 and on our future plans. You will have the opportunity to ask any questions you may have about AFT and its performance.

As part of the formal business of the Annual Meeting, Mr Jon Lamb and Dr John (Doug) Wilson are required under applicable NZX listing rules to retire by rotation as directors of AFT and stand for re-election at the Annual Meeting. Jon and Doug will each address the Annual Meeting before shareholders are asked to vote on their re-election. Details of their respective backgrounds are set out in the Explanatory Notes to the Notice of Meeting enclosed with this letter. The Board unanimously supports their re-election.

Additionally, shareholders will be asked to authorise the directors to fix the auditor's remuneration.

The Board recommends that you vote in favour of all resolutions.

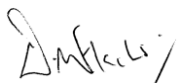
If you cannot attend the Annual Meeting, I encourage you to complete and lodge the enclosed Proxy Form in accordance with the instructions on the back of the Proxy Form so that it reaches our share registrar, Computershare Investor Services Limited, 48 hours in advance of the start of the Annual Meeting. Alternatively, you can appoint your proxy online by following the instructions on the enclosed Proxy Form.

For those shareholders who are attending the Annual Meeting in person, please bring the enclosed Proxy Form with you to assist with your registration.

You are invited to join the Board and senior management for refreshments at the conclusion of the Annual Meeting. I look forward to seeing you then.

Thank you for your support.

Yours sincerely



David Flacks
Chairman

14 July 2016

Notice of Annual Meeting of Shareholders 2016

Notice is hereby given that the Annual Meeting of shareholders of AFT Pharmaceuticals Limited (**AFT**) will be held at the Takapuna Boating Club, 39 The Strand, Takapuna, Auckland, New Zealand, on **Friday 5 August 2016 commencing at 10.30am** (New Zealand time).

Items of business

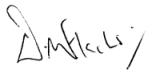
- A Chairman's Address
- B Chief Executive Officer's Address
- C Shareholder Questions
- D Ordinary Resolutions

Shareholders will be asked to consider, and if thought fit, pass the following ordinary resolutions:

1. That the directors are authorised to fix the fees and expenses of PricewaterhouseCoopers as auditor for the 2017 financial year.
2. That Mr Jon Lamb be re-elected as a director of AFT.
3. That Dr John (Doug) Wilson be re-elected as a director of AFT.

See explanatory notes on each of these resolutions below.

By Order of the AFT Pharmaceuticals Limited Board



David Flacks
Chairman

14 July 2016

Resolution 1: Auditor's Remuneration

PricewaterhouseCoopers are currently AFT's auditors and will be automatically reappointed under the Companies Act 1993 to act as auditor for the 2017 financial year. Under the Companies Act, auditor fees and expenses must be fixed in the manner determined at the Annual Meeting. Shareholder approval is, therefore, sought to authorise the Board to fix the fees and expenses of PricewaterhouseCoopers as auditor.

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

Jon Lamb was appointed as a director by the shareholders of AFT on 4 September 2012. In accordance with the applicable NZX listing rules, Jon retires by rotation and offers himself for re-election as a director of AFT at the meeting. The Board unanimously supports Jon's re-election and considers that he qualifies as an independent director under the applicable NZX listing rules.

Jon Lamb Independent Director

Jon has led the strategic planning, marketing and restructuring of various companies throughout his career. He has held various roles at Beecham (a multinational pharmaceutical company that would later merge with a predecessor company to GlaxoSmithKline) including CEO in New Zealand and Marketing Manager in both Australia and South Africa. He has also held roles as CEO of Nylex in New Zealand, Managing Director within the Rural Division of Fletcher Challenge, Director of Southland Frozen Meats and Marketing Director of the New Zealand Kiwifruit Marketing Board (where he was responsible for creating the Zespri brand of kiwifruit, and restructuring Zespri into a retail focussed operation).

More recently, Jon was a Director of Virionyx, a New Zealand company that developed an antiviral drug designed to combat AIDS. He was Deputy Chair of Australian diagnostic company ATF Group that developed a real time tool for measuring the Hepatitis B virus in individual patients.

Jon has been involved with AFT since 2004, firstly as a consultant, and then in his current capacity as a director. Jon is a Member of the Institute of Directors and has a Diploma from the Marketing Institute of the UK (now the Chartered Institute of Marketing).

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

Doug was appointed as a director by the shareholders of AFT on 4 September 2012. In accordance with the applicable NZX listing rules, Doug retires by rotation and offers himself for re-election as a director of AFT at the meeting. The Board unanimously supports Doug's re-election and considers that he qualifies as an independent director under the applicable NZX listing rules.

Dr John (Doug) Wilson Independent Director

Doug was Senior Vice President and Head of Medicine and Regulatory Affairs in the US for German drug company Boehringer Ingelheim Pharmaceuticals.

He then carried these same responsibilities to Boehringer's worldwide medical research group overseeing all research and drug development programmes. Since his return to New Zealand, Doug has been a consultant to pharmaceutical and biotech companies in New Zealand, Australia, Italy, the UK, Ireland and New York. He has been a director of Neuren Pharmaceuticals, is a director of a drug discovery company Phylogica in Perth Australia, and is Chairman of Adherium - a medical device company based in Auckland which has recently completed a successful initial public offering on the ASX.

Doug has a medical degree from New Zealand, is a Fellow of the Royal Australian College of Physicians, a Fellow of the College of Pathologists of Australia and has a PhD from the University of London.

Important Information

Voting

Voting entitlements for the Annual Meeting will be determined as at **5.00pm (New Zealand time) on Wednesday 3 August 2016**. Registered shareholders at that time will be the only persons entitled to vote at the Annual Meeting and only the shares registered in those shareholders' names at that time may be voted at the Annual Meeting.

Proxies and Corporate Representatives

Any shareholder who is entitled to attend and vote at the Annual Meeting may appoint a proxy (or representative in the case of a corporate shareholder) to attend and vote instead of him or her. If you appoint a proxy you may either direct your proxy how to vote for you or you may give your proxy discretion to vote as he/she sees fit. A proxy need not be a shareholder of AFT. If you wish to give your proxy discretion then you should mark the appropriate boxes on the form to grant your proxy that discretion. The Chairman of the meeting and any other director appointed as your proxy intend to vote all discretionary proxies in favour of the relevant resolution. If you do not tick any box for a particular resolution, then your proxy may vote as they choose.

The completed Proxy Form must be received by AFT's share registrar, Computershare Investor Services Limited, no later than 48 hours before the start of the meeting (**10.30am on Wednesday 3 August 2016**). Any Proxy Form received after that time will not be valid for the scheduled meeting.

Please refer to the instructions on the enclosed Proxy Form as to the ways in which the Proxy Form can be returned to Computershare, including instructions on how to appoint your proxy and, if desired, to provide voting instructions to your proxy.

Ordinary Resolution

The business for the meeting is to pass the ordinary resolutions set out in the preceding pages. An ordinary resolution is a resolution passed by a simple majority of the votes of those shareholders entitled to vote and voting on the resolutions.

More Information

If you have any questions, or for more information, please contact AFT's Company Secretary, at malcolm@aftpharm.com