

Notice of Annual Meeting of Shareholders 2018

Dear Shareholder

On behalf of the Board of Directors I am pleased to invite you to the 2018 Annual Meeting of AFT Pharmaceuticals Limited (**AFT**). The Annual Meeting is to be held at the Milford Cruising Club, 24 Craig Road, Milford, Auckland, New Zealand, on **Friday 3 August 2018 commencing at 10.30am** (New Zealand time). There will also be the opportunity to join the meeting by webinar and details are enclosed with this letter.

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 2018 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, Dr James (Jim) Burns and I are required under applicable NZX listing rules to retire by rotation as directors of AFT and stand for re-election at the Annual Meeting. Jim and I will each address the Annual Meeting before shareholders are asked to vote on our re-election. Details of our respective backgrounds are set out in the Explanatory Notes to the Notice of Meeting enclosed with this letter. The Board unanimously supports our 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.

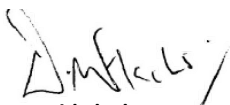
If you cannot attend the Annual Meeting, I encourage you to complete and lodge the enclosed Proxy Form in accordance with the instructions on the back of the Proxy Form so that it reaches our share registrar, Computershare Investor Services Limited, 48 hours in advance of the start of the Annual Meeting. Alternatively, you can appoint your proxy online by following the instructions on the enclosed Proxy Form. AFT will be webcasting its Annual Meeting for shareholders who cannot attend (refer details in the attached Notice of Meeting).

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 ongoing support.

Yours sincerely



David Flacks
Chairman

5 July 2018

Notice of Annual Meeting of Shareholders 2018

Notice is hereby given that the Annual Meeting of shareholders of AFT Pharmaceuticals Limited (**AFT**) will be held at the Milford Cruising Club, 24 Craig Road, Milford, Auckland, New Zealand, on **Friday 3 August 2018 commencing at 10.30am** (New Zealand time).

Items of business

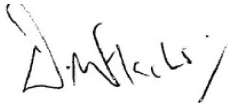
- A Chairman's Address
- B Chief Executive Officer's Address
- C Shareholder Questions
- D Ordinary Resolutions

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 Deloitte as auditor for the 2019 financial year.
2. That Mr David Flacks be re-elected as a director of AFT Pharmaceuticals Limited.
3. That Dr James (Jim) Burns be re-elected as a director of AFT Pharmaceuticals Limited.

See explanatory notes on each of these resolutions below.

By Order of the AFT Pharmaceuticals Limited Board



David Flacks
Chairman

5 July 2018

Resolution 1: Auditor's Remuneration

During the year, the Board appointed Deloitte as AFT's new auditors. Deloitte will be automatically reappointed under the Companies Act 1993 to act as auditor for the 2019 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 Deloitte as auditor.

Resolution 2: Re-election of David Flacks as a Director

David was appointed as a director by the shareholders of AFT on 22 June 2015. In accordance with the applicable NZX listing rules, David retires by rotation and offers himself for re-election as a director of AFT at the meeting. The Board unanimously supports David's re-election and considers David to be an independent director.

David Flacks

Chairman and Non-Executive, Independent Director

David has a number of governance roles and is also a corporate lawyer with boutique corporate law firm Flacks & Wong. David is chair of the NZX Regulatory Governance Committee, Harmony Corp and biotech start up Upside Biotechnologies, and is a director of the Vero NZ group companies and NZ Venture Investment Fund.

David was chair of the NZX Markets Disciplinary Tribunal until June 2017 and was previously a member of the Takeovers Panel. He also holds a number of pro-bono directorships.

David was for many years a senior corporate partner at Bell Gully and was general counsel and company secretary of Carter Holt Harvey during the 1990's. He is a law graduate from Cambridge University.

Resolution 3: Re-election of Dr James (Jim) Burns as a Director

Jim was appointed as a director by the shareholders of AFT on 17 September 2015. In accordance with the applicable NZX listing rules, Jim retires by rotation and offers himself for re-election as a director of AFT at the meeting. The Board unanimously supports Jim's re-election and considers Jim to be an independent director.

Dr James (Jim) Burns

Non-Executive, Independent Director

Jim has extensive executive experience in pharmaceuticals, biotechnology, medical devices, and diagnostics. Jim has served in leadership roles at large multinational corporations, early-stage companies, venture capital funds and private equity. From 2009-2016, Jim served as Chairman of the Board, Executive Chairman and Chief Executive Officer of Assurex Health, a precision medicine company focused on neuropsychiatric and pain disorders. Previous roles include President & CEO of cancer drug development company CASI Pharmaceuticals; President of MedPointe Pharmaceuticals, a specialty pharmaceutical company; President & CEO of biotechnology company Osiris Therapeutics; General Partner of Healthcare Ventures; Group President of Becton Dickinson, a global medical device company; and Partner at Booz & Company, an international strategy consulting firm.

Jim is a Board Leadership Fellow of the National Association of Corporate Directors (NACD), a Director of Vermillion (NASDAQ), and a Director of Precera Bioscience. Jim earned B.S. and M.S. degrees in biological sciences from the University of Illinois, an M.B.A. from DePaul University, and a D.L.S. from Georgetown University.

Important Information

Attending the Meeting

If you wish to vote in person you should attend the Annual Meeting where you will be issued with a voting card. Please bring your proxy form with you to the meeting to assist with your registration.

Voting

Voting entitlements for the Annual Meeting will be determined as at **5.00pm (New Zealand time) on Wednesday 1 August 2018**. 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

If you cannot attend the Annual Meeting, you are encouraged to appoint a proxy to attend and vote on your behalf.

Appointing a Proxy

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. A proxy need not be a shareholder of AFT. 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. The Chairman of the meeting and any other director is willing to act as proxy for any shareholder who appoints him or her for that purpose. The Chairman and any director appointed as your proxy intend to vote all discretionary proxies in favour of the relevant resolution. Shareholders can appoint a proxy by completing the enclosed proxy form and returning it to Computershare Investor Services Limited by mail or fax.

Alternatively, shareholders can elect to lodge their proxy appointment online by visiting www.investorvote.co.nz. Holders will be required to enter their CSN/Holder Number and postcode or country of residence to complete the online

validation process to securely appoint a proxy online.

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 1 August 2018**). 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.

Webcast

The Annual Meeting will be webcast live. To view and listen to the webcast, please visit <http://www.openbriefing.com/OB/2925.aspx>.

Note that shareholders joining by webcast will not be able to vote at the meeting or ask questions. In order to vote you will need to appoint a proxy before 10.30am on Wednesday 1 August 2018. If you have any questions you would like considered at the meeting, please send them to investor.relations@aftpharm.com in advance of the meeting.

More Information

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